



BGR ENERGY SYSTEMS LIMITED

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BeSec/030/14
September 27, 2014

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051

FAX No.022-26598237

Dear Sirs,

Sub : Clause 35A of the Listing Agreement – Voting results.

Ref : Symbol - BGRENERGY, Series - EQ.

Pursuant to Clause 35A and other applicable provisions of the Listing Agreement, we are pleased to attach herewith the disclosure of voting results of our 28th Annual General Meeting of the Company, which was held on September 25, 2014 at 3.00 p.m.

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

Thanking you,

yours truly,
For BGR ENERGY SYSTEMS LIMITED

A handwritten signature in black ink, appearing to read "R. Ramesh Kumar", written over a horizontal line.

R. RAMESH KUMAR
President – Corporate & Secretary

Encl : a.a.

Details of Voting Results

(Pursuant to Clause 35A of the Listing Agreement)

Sl. No.	Description	Particulars		
1	Date of Annual General Meeting	September 25, 2014		
2	Book Closure Date	September 20, 2014 to September 25, 2014		
3	Total number of shareholders as on record date	1,08,868		
4	Number of shareholders present in the meeting in person or through proxy			
	Category of Shareholders	Present in person	Present through proxy	Total
	Promoter and Promoter Group	3	0	3
	Public	95	12	107
	Total	98	12	110
5	Number of shareholders attended the meeting through video conferencing			
	Category of Shareholders	Venue		
	Promoter and Promoter Group	NOT ARRANGED		
	Public			
	Total			

Agenda wise details

Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
1	Receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.



Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
2	Declaration of dividend on equity shares for the FY 2013-14.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
3	Appointment of a director in the place of Mr. M. Gopalakrishna, director who retires by rotation and being eligible offers himself for re-appointment as an independent director to hold office consecutively for a term up to March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
4	Appointment of a director in the place of Mr. S.A.Bohra, who retires by rotation and, being eligible offers himself for re-appointment as an independent director to hold office consecutively for a term up to March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
5	Appointment of auditors of the company to hold office from the conclusion of this 28 th Annual General meeting until the conclusion of the next Annual General meeting and to fix their remuneration.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.



Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
6	Approval of variation of terms and conditions of appointment of Mr.V.R. Mahadevan, as Joint Managing Director under Section 196, 197, 203 of the Companies Act, 2013, and under Sections 198, 269 and 309 of Companies Act, 1956.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
7	Appointment of Mr. A. Swaminathan, as Joint Managing Director & Chief Executive Officer under Section 196, 197 and 203 of the Companies Act, 2013, and under Sections 198, 269 and 309 of Companies Act, 1956.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
8	Consent for payment of remuneration to Mrs.Priyadarshini Raghupathy.	Special	E-Voting and physical ballot	Resolution passed by requisite majority.
9	Consent to borrow money by way of loans, credits or otherwise up to Rs.10,000 crores (including public deposits but excluding temporary loans obtained from the Company's bankers in the ordinary course of business) from Banks, Financial Institutions and other sources.	Special	E-Voting and physical ballot	Resolution passed by requisite majority.



Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
10	Appointment of Mr. S.R.Tagat as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term upto March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
11	Appointment of Mr. M.S. Sundara Rajan as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term of five years or up to the date of conclusion of Annual General Meeting in the year 2019, whichever is earlier.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
12	Appointment of Mr. Gnana Rajasekaran as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term of five years or up to the date of conclusion of Annual General Meeting in the year 2019, whichever is earlier.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
13	Appointment of Mr. Heinrich Bohmer as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term upto March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.



Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
14	Ratification of remuneration payable to the Cost Auditor of the Company for FY 2014-2015.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.

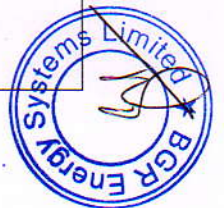


Details of reporting as per clause 35A of the listing agreement based on result of voting at the 28th Annual General Meeting held on September 25, 2014.

Particulars	Promoter/Public	No of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Resolution 1	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	1671213	1437863	53.7527	46.2473
	Public – Others	14333002	362705	2.5305	362330	375	99.8966	0.1034
	Total	72161560	57592951	79.8111	56154713	1438238	97.5027	2.4973
Resolution 2	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362705	2.5305	362379	326	99.9101	0.0899
	Total	72161560	57592951	79.8111	57592625	326	99.9994	0.0006
Resolution 3	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	2620222	488854	84.2765	15.7235
	Public – Others	14333002	362635	2.5300	361504	1131	99.6881	0.3119
	Total	72161560	57592881	79.8110	57102896	489985	99.1492	0.8508
Resolution 4	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	2620222	488854	84.2765	15.7235
	Public – Others	14333002	362605	2.5298	361539	1066	99.7060	0.2940
	Total	72161560	57592851	79.8109	57102931	489920	99.1493	0.8507



Particulars	Promoter/Public	No of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Resolution 5	Promoter and Promoter Group Public – Institutional holders Public – Others Total	54121170 3707388 14333002 72161560	54121170 3109076 362680 57592926	100 83.8616 2.5303 79.8110	54121170 3109076 361439 57591685	0 0 1241 1241	100 100 99.6578 99.9978	0 0 0.3422 0.0022
Resolution 6	Promoter and Promoter Group Public – Institutional holders Public – Others Total	54121170 3109076 14333002 72161560	54121170 3109076 362680 57592926	100 100 2.5303 79.8110	54121170 2602174 361260 57084604	0 506902 1420 508322	100 83.6960 99.6084 99.1173	0 16.3040 0.3916 0.8827
Resolution 7	Promoter and Promoter Group Public – Institutional holders Public – Others Total	54121170 3707388 14333002 72161560	54121170 3109076 362580 57592826	100 83.8616 2.5296 79.8109	54121170 3091028 361192 57573390	0 18048 1388 19436	100 99.4195 99.6171 99.9662	0 0.5805 0.3829 0.0338
Resolution 8	Promoter and Promoter Group Public – Institutional holders Public – Others Total	54121170 3707388 14333002 72161560	54121170 3109076 362678 57592924	100 83.8616 2.5303 79.8110	54121170 2947218 360815 57429203	0 161858 1863 163721	100 94.7940 99.4863 99.7157	0 5.2060 0.5137 0.2843
Resolution 9	Promoter and Promoter Group Public – Institutional holders Public – Others Total	54121170 3707388 14333002 72161560	54121170 3109076 362680 57592926	100 83.8616 2.5303 79.8110	54121170 2194815 359500 56675485	0 914261 3180 917441	100 70.5938 99.1231 98.4070	0 29.4062 0.8769 1.5930



Particulars	Promoter/Public	No of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)] * 100	(4)	(5)	(6) = [(4)/(2)] * 100	(7) = [(5)/(2)] * 100
Resolution 10	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362610	2.5298	361544	1066	99.7060	0.2940
	Total	72161560	57592856	79.8109	57591790	1066	99.9981	0.0019
Resolution 11	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362480	2.5289	361414	1066	99.7059	0.2941
	Total	72161560	57592726	79.8108	57591660	1066	99.9981	0.0019
Resolution 12	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	1671213	1437863	53.7527	46.2473
	Public – Others	14333002	362596	2.5297	360707	1889	99.4790	0.5210
	Total	72161560	57592842	79.8109	56153090	1439752	97.5001	2.4999
Resolution 13	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	1671213	1437863	53.7527	46.2473
	Public – Others	14333002	362610	2.5298	361634	976	99.7308	0.2692
	Total	72161560	57592856	79.8109	56154017	1438839	97.5017	2.4983
Resolution 14	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362930	2.5321	361622	1308	99.6395	0.3605
	Total	72161560	57593176	79.8114	57591868	1308	99.9977	0.0023



REPORT OF SCRUTINIZER - COMBINED

25th September, 2014

The Chairman
Messrs. BGR Energy Systems Limited,
Plot No A5, Pannamgadu Industrial Estate,
Ramapuram Post, Sullurpet Taluk,
Nellore Dist,
Andhra Pradesh- 524401.

Ref: **The Twenty Eighth Annual General Meeting of the members of Messrs. BGR Energy Systems Limited held on Thursday, 25th September, 2014, at A5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore Dist, Andhra Pradesh- 524401, at 3.00 P.M.**

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by:

The Board of Directors of Messrs. BGR Energy Systems Limited vide resolution dated 13th August, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 15th September, 2014 at (9.30 AM) to 17th September, 2014 at (6.00 PM).

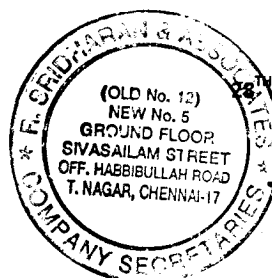
The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 28th AGM of the members of the Company, held on Thursday, 25th September, 2014, at A5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore Dist, Andhra Pradesh- 524401, at 3.00 P.M.

We now submit our combined Report as under:

1. One ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

BGR ENERGY SYSTEMS LIMITED

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28TH AGM SCRUTINIZER REPORT



We have scrutinized and reviewed the voting done through electronic means and by means of Poll taken at the venue of the AGM. The votes tendered therein in respect of the e voting system are based on the data downloaded from the Official website of the National Securities Depository Limited [NSDL].

4. The combined result (E-voting and poll) of the said Resolutions are as under:

Item No. 1 : Adoption of Financial Statements (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
132	56154619	8	94	56154713	97.5028%

(ii) Votes **against** the resolution:

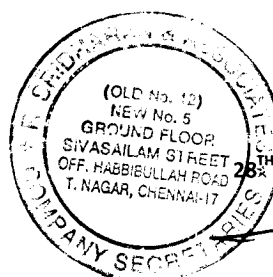
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
8	441197	10	997041	1438238	2.4972%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No. 2 : Declaration of Dividend (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
139	56595801	16	996824	57592625	99.9994%

(ii) Votes against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
1	15	2	311	326	0.0006%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

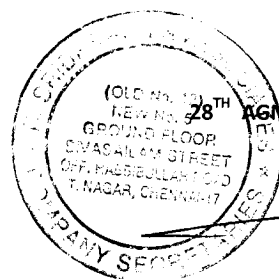
RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 3 : Appointment of Mr.M.Gopalakrishna as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
132	56594925	16	507971	57102896	99.1492%



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(ii) Votes against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
7	821	2	489164	489985	0.8508%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

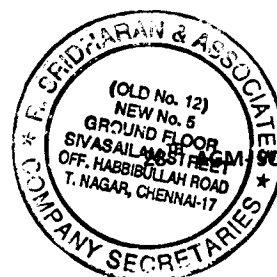
Item No. 4 : Appointment of Mr.S.A.Bohra as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
133	56594960	16	507971	57102931	99.1493%

(ii) Votes against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
5	756	2	489164	489920	0.8507%





(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 5 : Appointment of Auditors of the Company (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
133	56594860	17	996825	57591685	99.9978%

(ii) Votes against the resolution:

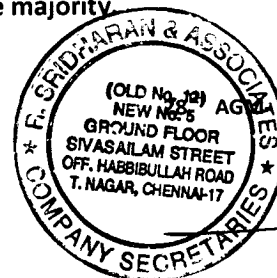
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	931	1	310	1241	0.0022%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No. 6 : Variation in terms and conditions of appointment & Remuneration of Mr.V.R.Mahadevan as Joint Managing Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
128	56594687	13	489917	57084604	99.1174%

(ii) Votes against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
11	1104	5	507218	508322	0.8826%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

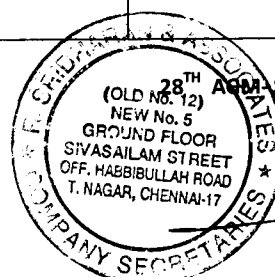
RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 7: Appointment of Mr.A.Swaminathan as Joint Managing Director & Chief Executive officer and fixing the Remuneration (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
129	56594619	14	978771	57573390	99.9663%





(ii) Votes against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
8	1072	4	18364	19436	0.0337%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

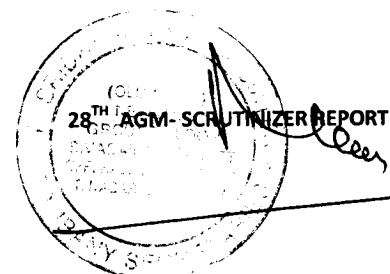
Item No. 8 : Consent for the Remuneration Paid/Payable to Mrs.Priyadarshini Ragupathy (Special Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
120	56594242	14	834961	57429203	99.7157%

(ii) Votes against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
18	1547	4	162174	163721	0.2843%





(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 9 : Enhancement of Borrowing Limits of the Company up to Rs. 10,000 Crores (Special Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
117	56513534	8	161951	56675485	98.4070%

(ii) Votes against the resolution:

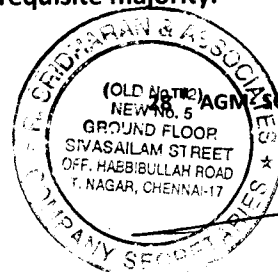
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
22	82257	10	835184	917441	1.5930%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No. 10 : Appointment of Mr.S.R.Tagat as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
133	56594965	17	996825	57591790	99.9981%

(ii) Votes against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
5	756	1	310	1066	0.0019%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

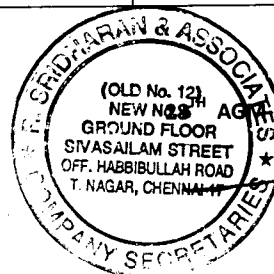
RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 11: Appointment of Mr.M.S.Sundara Rajan as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
131	56594835	17	996825	57591660	99.9981%



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[Signature]



(ii) Votes against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
5	756	1	310	1066	0.0019%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

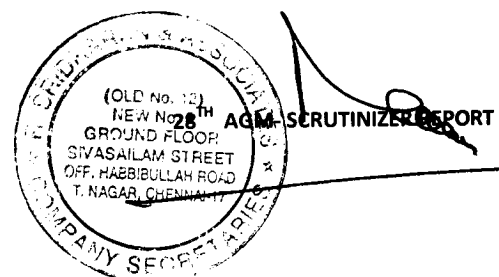
Item No. 12: Appointment of Mr.Gnana Rajasekaran as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
125	56152996	8	94	56153090	97.5001%

(ii) Votes against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
12	442711	10	997041	1439752	2.4999%





(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 13: Appointment of Mr.Heinrich Bohmer as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
129	56153924	7	93	56154017	97.5017%

(ii) Votes against the resolution:

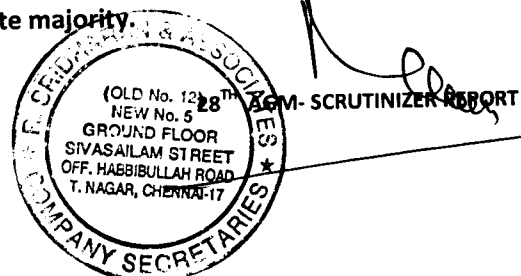
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
9	441797	11	997042	1438839	2.4983%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 13 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No. 14: Ratification of Remuneration to Mr. R. Vaidhyanathan, Cost Auditor of the Company (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
131	56595043	17	996825	57591868	99.9977%

(ii) Votes against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
9	998	1	310	1308	0.0023%

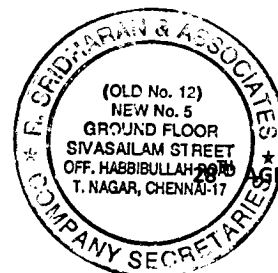
(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 14 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.







6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

For R. Sridharan & Associates
Company Secretaries



CS R. Sridharan
CP No. 3239
FCS No. 4775

