

July 30, 2016

NSE / BSE
NSDL / CDSL / NSE - WDM / BSE – F Class

Dear Sirs,

Sub : Proceedings of 38th Annual General Meeting and Voting Results

We wish to inform you that the 38th Annual General Meeting of the Company was held yesterday evening at 4 p.m. and the business as mentioned in the notice dated April 29, 2016 were transacted.

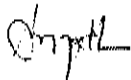
In this regard, please find enclosed the following:

1. Summary of proceedings under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
2. Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
3. Report of Scrutinizer dated July 30, 2016 pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014; and
4. The Chairman's message, distributed at the venue of the meeting.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited



P Sujatha
Company Secretary

Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600001, India.

Tel : 91.44.30007172 / Fax : 91.44.25346464

Website : www.cholamandalam.com

CIN – L65993TN1978PLC007576



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Summary of Proceedings of the 38th Annual General Meeting

The 38th Annual General Meeting (AGM) of the members of Cholamandalam Investment and Finance Company Limited ("the Company") was held on Friday, 29 July, 2016 at 4 p.m. at The Music Academy, New No. 168 (Old No. 306), T.T.K Road, Royapettah, Chennai 600 014. Mr. M M Murugappan informed the shareholders that since Mr. M B N Rao, Chairman of the Board was unable to participate in the AGM due to certain unavoidable personal circumstances, the Board at its meeting held earlier today had nominated him to Chair the 38th Annual general Meeting. Accordingly, Mr. M M Murugappan chaired the meeting. The requisite quorum being present, the Chairman called the meeting to order. He introduced the other directors, secretary and the senior management who were seated on the dais. The Chairman informed that the copies of the AGM notice together with the annual report had been sent to all the shareholders and the Company had provided the remote e-voting facility to the shareholders. He further informed that electronic voting facility at the venue shall be used only by those shareholders who had not exercised their right to vote through remote e-voting.

The notice of the meeting was taken as read with the permission of members since it was already circulated to them. Members were informed that the auditors' report on the financial statement of the Company for the year ended 31 March, 2016 did not have any qualifications or observations or comments or other remarks on financial transactions or matters as having any adverse effect on the functioning of the Company. Accordingly, the auditors' report was not required to be read out at the meeting, as provided in the Act.

The following items of business, as per the notice of AGM dated 29 April, 2016, were transacted at the meeting:

1. Adoption of Standalone & Consolidated Financial Statements, Board's Report & Independent Auditors Report for the year ended 31 March 2016.
2. Confirmation of the interim dividend of 1% paid on 5,00,00,000 compulsorily convertible preference shares (CCPS) of Rs.100/- each of the Company, proportionate for the period from 1 April, 2015 till 2 September, 2015.
3. Confirmation of the interim dividend of 25% paid on the equity shares and approval of the final dividend of 20% on the equity shares for the year ended 31 March, 2016
4. Re-appointment of Mr. M.M. Murugappan, as a director retiring by rotation
5. Ratification of appointment of M/s. Deloitte Haskins & Sells as the statutory auditors and fixing their remuneration.

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6. Re-appointment of Mr. Vellayan Subbiah as the Managing Director of the company for a further period of two years effective 19 August, 2015 to 18 August, 2017 and remuneration payable to him.
7. Offer, issue and allotment of secured and unsecured non-convertible Debentures on a private placement basis up to an amount not exceeding Rs. 10,000 Crores.

The Board of Directors of the Company had appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, Practicing Company Secretary as the scrutiniser for conducting the remote e-voting and voting process at the AGM.

Mr. Vellayan Subbiah, Managing Director made a brief presentation on the developments in the Company during the financial year 2015-16 and also shared the performance of the Company for the quarter ended 30 June, 2016 as approved by the Board.

Chairman invited queries from members regarding the accounts and operations of the Company during the year 2015-16 and provided clarifications to them.

Chairman further informed the shareholders that the voting results would be declared along with the scrutiniser's report and shall be placed on the website of the Company, www.cholamandalam.com and on the website of M/s. Karvy Computershare Private Limited engaged for providing e-voting before 4 p.m. on 30 July, 2016 and will be communicated to the stock exchanges.

There being no other agenda, Chairman called the meeting to close.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For Cholamandalam Investment and Finance Company Limited

P Sujatha
Company Secretary

Cholamandalam Investment and Finance Company Ltd.

Dare House, 2, N.S.C. Bose Road, Parrys, Chennai 600001, India.

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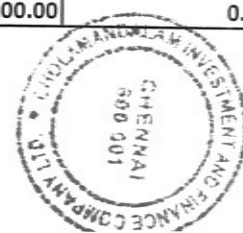


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(REMOTE E-VOTING AND VOTING THROUGH ELECTRONIC VOTING SYSTEM AT THE VENUE OF THE AGM)

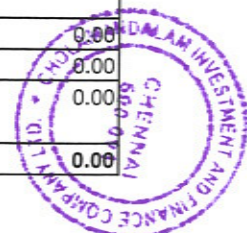
CHOLAMANDALAM INVESTMENT AND FINANCE COMPANY LIMITED	
Date of the AGM/EGM	29-Jul-16
Total number of shareholders on record date	21494
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	2630
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	1. ORDINARY RESOLUTION - Adoption of Standardalone and Consolidated financial statements, Board's report and Independent Auditor's report thereon for the financial year ended 31 March, 2016							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	82982119	82848442	99.84	82848442	0	100.00	0.00
	Poll	82982119	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	82982119	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	47272623	26216681	55.46	26216681	0	100.00	0.00
	Poll	47272623	3597676	7.61	3597676	0	100.00	0.00
	Postal Ballot (if applicable)	47272623	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	0.00
	Poll	25935372	31060	0.12	31060	0	100.00	0.00
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	0.00
Total		156190114	126221830	80.81	126221830	0	100.00	0.00



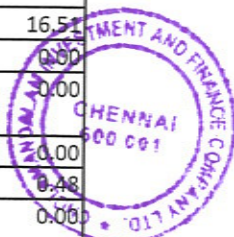
Resolution required: (Ordinary/ Special)	2. ORDINARY RESOLUTION - Confirmation of Interim Dividend of 1% paid on 5,00,00,000 Compulsorily Convertible Preference Shares (CCPS) of Rs.100/- each. Proportionate for the period from April 1, 2015 till September 2, 2015 approved by the Board of Directors on September, 2015							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	82982119	82848442	99.84	82848442	0	100.00	0.00
	Poll	82982119	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	82982119	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	47272623	26262125	55.55	26262125	0	100.00	0.00
	Poll	47272623	3597676	7.61	3597676	0	100.00	0.00
	Postal Ballot (if applicable)	47272623	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	0.00
	Poll	25935372	31060	0.12	31060	0	100.00	0.00
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	0.00
Total		156190114	126267274	80.84	126267274	0	100.00	0.00

Resolution required: (Ordinary/ Special)	3. ORDINARY RESOLUTION - Confirmation of Interim Dividend of 25% approved by the Board on January 29, 2016 and approval of Final Dividend of 20% on Equity shares recommended by the Board for the year ended 31 March, 2016							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	82982119	82848442	99.84	82848442	0	100.00	0.00
	Poll	82982119	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	82982119	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	47272623	26262125	55.55	26262125	0	100.00	0.00
	Poll	47272623	3597676	7.61	3597676	0	100.00	0.00
	Postal Ballot (if applicable)	47272623	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	0.00
	Poll	25935372	31060	0.12	31060	0	100.00	0.00
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	0.00
Total		156190114	126267274	80.84	126267274	0	100.00	0.00



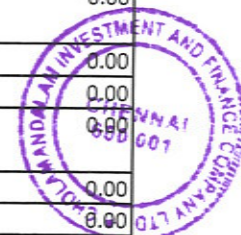
Resolution required: (Ordinary/ Special)	4. ORDINARY RESOLUTION - Re-appointment of Mr. M.M. Murugappan, Director retiring by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes - Mr. M M Murugappan being a Promoter Director is interested in the resolution							
Category	Mode of Voting	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	E-Voting	82982119	82848442	99.84	82848442	0	100.00	0.00
	Poll	82982119	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	82982119	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	47272623	26262125	55.55	25984801	277324	98.94	1.06
	Poll	47272623	3597676	7.61	3597676	0	100.00	0.00
	Postal Ballot (if applicable)	47272623	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	0.00
	Poll	25935372	31060	0.12	30910	150	99.52	0.48
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	0.00
Total		156190114	126267274	80.84	125989800	277474	99.78	0.22

Resolution required: (Ordinary/ Special)	5. ORDINARY RESOLUTION - Ratification of THE appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as the statutory auditors and fixing their remuneration							
Whether promoter/ promoter group are interested in the agenda /resolution?	No							
Category	Mode of Voting	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	E-Voting	82982119	82848442	99.84	82848442	0	100.00	0.00
	Poll	82982119	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	82982119	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	47272623	26262125	55.55	21925953	4336172	83.49	16.51
	Poll	47272623	3597676	7.61	3597676	0	100.00	0.00
	Postal Ballot (if applicable)	47272623	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	0.00
	Poll	25935372	31060	0.12	30910	150	99.52	0.48
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	0.00
Total		156190114	126267274	80.84	121930952	4336322	96.57	3.43



Resolution required: (Ordinary/ Special)	6. ORDINARY RESOLUTION - Re-appointment of Mr. Vellayan Subbiah as the Managing Director of the Company for a period of 2 years effective August 19, 2015 and remuneration payable to him							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes - Mr. Vellayan Subbiah being a Promoter Director / Managing Director is interested in the resolution							
Category	Mode of Voting	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	E-Voting	82982119	82848442	99.84	82848442	0	100.00	0.00
	Poll	82982119	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	82982119	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	47272623	26262125	55.55	26262125	0	100.00	0.00
	Poll	47272623	3597676	7.61	3597676	0	100.00	0.00
	Postal Ballot (if applicable)	47272623	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	0.00
	Poll	25935372	31060	0.12	31060	0	100.00	0.00
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	0.00
	Total	156190114	126267274	80.84	126267274	0	100.00	0.00

Resolution required: (Ordinary/ Special)	7. ORDINARY RESOLUTION - Special resolution to offer, issue and allot securities on a private placement basis upto an amount not exceeding Rs.10,000 crores under Section 42 of the Companies Act, 2013							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	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	E-Voting	82982119	82848442	99.84	82848442	0	100.00	0.00
	Poll	82982119	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	82982119	0	0.00	00	0	0.00	0.00
Public- Institutions	E-Voting	47272623	26262125	55.55	26262125	0	100.00	0.00
	Poll	47272623	3597676	7.61	3597676	0	100.00	0.00
	Postal Ballot (if applicable)	47272623	0	0.00	00	0	0.00	0.00
Public- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	0.00
	Poll	25935372	31060	0.12	31060	0	100.00	0.00
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	0.00
	Total	156190114	126267274	80.84	126267274	0	100.00	0.00



Consolidated Scrutinizer's Report

30th July, 2016

Mr. M M Murugappan
Chairman of the Meeting
Messrs. Cholamandalam Investment and Finance Company Limited,
"Dare House", No. 2,
N.S.C. Bose Road, Parrys,
Chennai - 600 001.

Ref: 38th Annual General Meeting (AGM) of the members of the Company

Dear Sir,

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

The Board of Directors of **M/s. Cholamandalam Investment and Finance Company Limited** vide resolution dated 29th April, 2016, pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and Rule 21 of the Companies (Management and Administration) Rules, 2014 to conduct the remote e-voting process held between Monday, July 25, 2016 (9.00 AM) (IST) to Thursday, July 28, 2016 (5.00 PM) (IST) and to conduct the voting process through electronic voting system (Insta Poll) relating to the resolutions set out in the notice of the 38th AGM of the members of the Company, held on Friday, 29th July, 2016 at 4.00 p.m. at The Music Academy, New No 168, (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014.

We now submit our consolidated Report as under:

1. The Company has availed remote e-voting system and electronic voting system at the AGM Venue (Insta Poll) from M/s Karvy Computershare Private Limited for enabling the shareholders to cast their vote under the provisions of the said sections and the Rules made there under.
2. We have scrutinized and reviewed the remote e-voting system, electronic voting system at the AGM Venue (Insta Poll) at the conclusion of AGM. We had unblocked the members who had exercised the votes through remote e-voting after 5.00 P.M. on Thursday, the 28th July 2016. Further, we have unblocked the votes cast by the members at the AGM venue in the presence of Mr K Satheesh and Mr V Narasimhan, who are the witnesses and not in the employment of the Company. The votes tendered therein in respect of the remote e-voting system and voting at the AGM venue are based on the data downloaded from the official website of M/s Karvy Computershare Private Limited.
3. Based on the data downloaded from the Official website of M/s Karvy Computershare Private Limited for the remote E-Voting system and on the basis of the report furnished to us by them on the electronic voting system (Insta Poll) conducted at the AGM Venue, we now submit our consolidated report (Remote E-Voting and Electronic Voting System (Insta Poll)) as under:

38th AGM – CONSOLIDATED SCRUTINIZER'S REPORT
Cholamandalam Investment and Finance Company Limited





Item No. 1 - Adoption of Standalone & Consolidated Financial Statements, Board's Report & Independent Auditors Report (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
223	122593094	38	3628736	126221830	100.00

Note: Three Shareholders holding 45444 Shares have abstained from remote e-voting and one Shareholder holding 4500 Shares has partially abstained from Voting on 4499 Shares on remote e-voting.

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	0.00

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

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 unanimously.

38th AGM – CONSOLIDATED SCRUTINIZER'S REPORT
Cholamandalam Investment and Finance Company Limited





Item No. 2 – Confirmation of Interim Dividend of 1% paid on 5,00,00,000 Compulsorily Convertible Preference Shares of Rs. 100/- each. Proportionate for the period from 1st April, 2015 till 2nd September, 2015 approved by the board on 2nd September, 2015 (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
226	122638538	38	3628736	126267274	100.00

Note: One Shareholder holding 4500 Shares has partially abstained from Voting on 4499 Shares on remote e-voting.

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	0.00

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

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 unanimously.

38th AGM – CONSOLIDATED SCRUTINIZER'S REPORT
Cholamandalam Investment and Finance Company Limited





Item No. 3 – Confirmation of Interim Dividend of 25% approved by the board on 29th January, 2016 and approval of Final Dividend of 20% on Equity Shares recommended by the Board (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
226	122638538	38	3628736	126267274	100.00

Note: One Shareholder holding 4500 Shares has partially abstained from Voting on 4499 Shares on remote e-voting.

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	0.00

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

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 unanimously.





Item No. 4 – Re-appointment of Mr. M M Murugappan (DIN: 00170478) as a Director retiring by Rotation (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
222	122361214	37	3628586	125989800	99.78

Note: One Shareholder holding 4500 Shares has partially abstained from Voting on 4499 Shares on remote e-voting.

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
4	277324	1	150	277474	0.22

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

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. 4 as set out in the Notice of the AGM is passed with requisite majority.





Item No. 5 – Ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai as the statutory auditors and fixing their remuneration. (Ordinary Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
197	118302366	37	3628586	121930952	96.57

Note: One Shareholder holding 4500 Shares has partially abstained from Voting on 4499 Shares on remote e-voting.

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
29	4336172	1	150	4336322	3.43

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

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 with requisite majority.





Item No. 6 – Re-appointment of Mr. Vellayan Subbiah (DIN: 01138759) as the Managing Director of the Company for a period of two years effective 19th August, 2015 and remuneration payable to him (Ordinary Resolution).

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
226	122638538	38	3628736	126267274	100.00

Note: One Shareholder holding 4500 Shares has partially abstained from Voting on 4499 Shares on remote e-voting.

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	0.00

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E- Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

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 unanimously.





Item No. 7 – To Offer, Issue and Allot, secured and unsecured non-convertible Debentures on private placement basis up to an amount not exceeding Rs. 10,000 Crores. (Special Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
226	122638538	38	3628736	126267274	100.00

Note: One Shareholder holding 4500 Shares has partially abstained from Voting on 4499 Shares on remote e-voting.

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	0.00

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll
NIL	NIL	NIL	NIL	NIL

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. 7 as set out in the Notice of the AGM is passed unanimously.



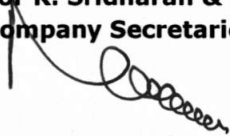


4. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" and those whose votes were declared invalid for each resolution is enclosed.

5. The electronic data relating to remote e-voting and electronic voting system (Insta Poll) and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman of the meeting considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,
Yours faithfully,

For R. Sridharan & Associates
Company Secretaries


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

