



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;
- 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 Suiatha

Company Secretary

On 7xtL

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







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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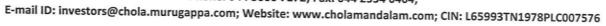
Website: www.cholamandalam.com CIN ~ L65993TN1978PLC007576



CHOLAMANDALAM INVESTMENTS AND FINANCE COMPANY LIMITED

Regd. Off.: "Dare House", No.2, N.S.C. Bose Road, Parrys, Chennai - 600 001

Phone: 044 3000 7172; Fax: 044 2534 6464;





(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 RES	OLUTION - Adoption	n of Standardalone	and Consolidated fin	ancial statements,	Board's report and	Independent Audito	r's renort thereon
	for the financial y	ear ended 31 March	n, 2016				,	. o report thereon
Whether promoter/ promoter group are	No							
interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares	No. of votes	% of Votes Polled	No. of Votes - in	No. of Votes -	% of Votes in	% of Votes against
		held (1)	polled (2)	on outstanding	favour (4)	against (5)	favour on votes	on votes polled
				shares		.,	polled	(7)=[(5)/(2)]*100
Dromotos and D				(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100	(*/-[(3)/(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	82982119	0	0.00	00	0	0.00	0.00
	applicable)						0.00	0.00
Public- Institutions	E-Voting	47272623	26216681	55.46	26216681	0	100.00	0.00
	Poll	47272623	3597676		3597676	0	100.00	0.00
	Postal Ballot (if	47272623	0	0.00		0		
	applicable)		_	0.00	00	ľ	0.00	0.00
Public- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	0.00
	Poll	25935372	31060		31060	0	100.00	0.00
	Postal Ballot (if	25935372	0	0.00	00	0		0.00
	applicable)	-	1.28	0.00	00	U	0.00	0.00
	Total	156190114	126221830	80.81	126221830	0	100.00	0.00

held (1) polled (2) on outstanding shares (3)=[(2)/(1)]* 100 favour (4) against (5) favour on votes polled (7)=[(5)/(2)]* 100 favour (4) favour (4) favour (4) favour (4) favour on votes polled (7)=[(5)/(2)]* 100 favour (4) favour on votes polled (7)=[(5)/(2)]* 100 favour (4) favour on votes polled (6)=[(4)/(2)]* 100 favour (4) favour on votes polled (7)=[(5)/(2)]* 100 favour (4) favour on votes polled (7)=[(5)/(2)]* 100 favour (4) favour on votes polled (7)=[(5)/(2)]* 100 favour (4) favour (4) favour on votes polled (7)=[(5)/(2)]* 100 favour (4) favour (4) favour on votes polled (7)=[(5)/(2)]* 100 favour (4) favour (4) favour on votes polled (7)=[(5)/(2)]* 100 favour (4) favour (4) favour (4) favour (4) favour on votes polled (7)=[(5)/(2)]* 100 favour (4) favo	Resolution required: (Ordinary/ Special)	2. ORDINARY RES	OLUTION - Confirm	ation of Interim Div	ridend of 1% paid on	5,00,00,000 Compu	Ilsorily Convertible	Preference Shares (C	CCPS) of Rs.100/-
No. of Votes No.	Whether promoter/ promoter group are		ite for the period fr	om April 1, 2015 til	September 2, 2015	approved by the Bo	oard of Directors or	September, 2015	
Mode of Voting No. of shares held (1) No. of shares held (2) No. of votes held (2) No. of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 No. of Votes - in favour (4) No. of Votes - in favour on votes polled (7)=[(5]/(2)]* 10 (6)=[(4]/(2)]* 100 (7)=[(5]/(2)]* 100 No. of Votes - in favour on votes polled (7)=[(5]/(2)]* 100 No. of Votes - in fa		INO							
Poll 82982119 0 0.00 00 0 0.00 0 0.00 0	Category	Mode of Voting			on outstanding shares			favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
Poll 82982119 0 0.00 00 0 0.00 0.00 0.00 0	Promoter and Promoter Group	E-Voting	82982119	82848442	99.84	82848442		100.00	0.00
Postal Ballot (if applicable) 82982119 0 0.00 00 0 0.00 0 0.00 0		Poll	82982119	0	0.00	00	0	0.00	
Poll 47272623 3597676 7.61 3597676 0 100.00 Postal Ballot (if applicable) 25935372 13527971 52.16 13527971 0 100.00 Poll 25935372 31060 0.12 31060 0 100.00 Poll 25935372 31060 0.12 31060 0 100.00 Postal Ballot (if 25935372 31060 0.12 31060 0 100.00 Postal Ballot (if 25935372 31060 0.12 31060 0 100.00 Postal Ballot (if 25935372 0 0.00 0 0 0 0 applicable) Total 156190114 126267274 80.84 126267274 0 100.00 Postal Ballot (if 25935372 0 0.00 0 0 0 0 Applicable Total 156190114 126267274 80.84 126267274 0 100.00 Postal Ballot (if 25935372 0 0.00 0 0 0 0 Applicable Total 156190114 126267274 80.84 126267274 0 100.00 Postal Ballot (if 25935372 0 0.00 0 0 0 0 0 Applicable Total 156190114 126267274 80.84 126267274 0 100.00 Postal Ballot (if 25935372 0 0.00 0 0 0 0 0 Applicable Total 156190114 126267274 80.84 126267274 0 100.00 Postal Ballot (if 25935372 31060 0.12 31060 0 0 0 0 Applicable Total 156190114 126267274 80.84 126267274 0 100.00 Postal Ballot (if 25935372 31060 0.12 31060 0 0 0 0 Applicable Total 156190114 126267274 80.84 126267274 0 100.00 Postal Ballot (if 25935372 31060 0.12 31060 0 0 0 0 0 Applicable Total 156190114 126267274 80.84 126267274 0 100.00 Postal Ballot (if 25935372 31060 0.12 31060 0 0 0 0 0 0 0 0 0			82982119	0	0.00	00	0	0.00	
Poll	Public- Institutions	E-Voting	47272623	26262125	55.55	26262125	0	100.00	0.00
Postal Ballot (if applicable) 25935372 13527971 52.16 13527971 0 100.00		Poll	47272623	3597676	7.61	3597676	0	100.00	
Poll 25935372 31060 0.12 31060 0 100.00 Postal Ballot (if 25935372 0 0.00 0.00 0 0 0.00 0 0.00 Total 156190114 126267274 80.84 126267274 0 100.00 Besolution required: (Ordinary/ Special) Sesolution required: (Ordinary/ Special) required: (Ordinary/ Special) Sesolut			47272623	0	0.00	00	0		
Poll 25935372 31060 0.12 31060 0 100.00 Postal Ballot (if 25935372 0 0.00 0.00 0 0 0.00 0 0.00 Total 156190114 126267274 80.84 126267274 0 100.00 Sesolution required: (Ordinary/ Special) Sesolution r	Public- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	0.00
Postal Ballot (if applicable) Total 156190114 126267274 80.84 126267274 0 100.00 Sesolution required: (Ordinary/ Special) Sesolution required: (Ordinary/ Special) Sesolution 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% (Equity shares recommended by the Board for the year ended 31 March, 2016 No Mode of Voting No. of shares held (1) No. of votes polled on outstanding shares (3)=[(2)/(1)]* 100 No. of Votes - in favour on votes polled (6)=[(4)/(2)]*100 No. of Votes in favour on votes polled (7)=((5)/(2)]*100		Poll	25935372	31060					
25 Solution 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% (Equity shares recommended by the Board for the year ended 31 March, 2016 No Steepory Mode of Voting No. of shares held (1) No. of votes polled on outstanding shares (3)=[(2)/(1)]* 100 No. of Votes - in favour (4) Shares polled (6)=[(4)/(2)]*100 No. of Votes again (7)=[(5)/(2)]*100			25935372	.0	0.00	00	0		
3. ORDINARY RESOLUTION - Confirmation of Interim Dividend of 25% approved by the Board on January 29, 2016 and approval of Final Dividend of 20% (Equity shares recommended by the Board for the year ended 31 March, 2016 No Mode of Voting No. of shares held (1) No. of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 No. of Votes - in favour (4) No. of Votes - in favour on votes polled (6)=[(4)/(2)]*100 No. of Votes against (5) No. of Votes in favour on votes polled (6)=[(4)/(2)]*100		Total	156190114	126267274	80.84	126267274	0	100.00	0.00
terested in the agenda/resolution? Mode of Voting Mode of Voting held (1) Mode of Voting held (1) No. of votes polled (2) Mode of Votes Polled (2) No. of Votes Polled (3) No. of Votes – in favour (4) against (5) favour on votes polled (6)=[(4)/(2)]*100 Mode of Voting Mode of Voting held (7)=[(5)/(2)]*100	Resolution required: (Ordinary/ Special)	3. ORDINARY RES	OLUTION - Confirma	ation of Interim Div Board for the year e	idend of 25% approv	ed by the Board on	January 29, 2016 a		
Mode of Voting No. of shares held (1) No. of votes polled (2) No. of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 No. of Votes – in favour (4) No. of Votes – in favour on votes polled (6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	Whether promoter/ promoter group are	No							
held (1) polled (2) on outstanding shares (3)=[(2)/(1)]* 100 favour (4) against (5) favour on votes polled (6)=[(4)/(2)]*100 favour on votes polled (7)=[(5)/(2)]*100 favour on votes polled (6)=[(4)/(2)]*100 favour on votes polled (7)=[(5)/(2)]*100 favour on votes polled (6)=[(4)/(2)]*100 favour on votes polled (7)=[(5)/(2)]*100 favour on votes polled (7)=[(5)/(2)	interested in the agenda/resolution?								
ometer and Prometer Graup	Category	Mode of Voting			on outstanding shares		The second secon	favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Promoter and Promoter Group	E-Voting	82982119	82848442	99.84	82848442	0		0.00

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes	% of Votes against on votes polled
				shares (3)=[(2)/(1)]* 100				(7)=[(5)/(2)]*100
				(3)-[(2)/(1)] 100			(6)=[(4)/(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	
	Postal Ballot (if applicable)	47272623	0	0.00	00	0	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	7 60 2
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	101
	Total	156190114	126267274	80.84	126267274	0	100.00	0.00

Whether promoter/ promoter group are	Yes - Mr. M M Mu	rugappan being a P	romoter Director is	interested in the res	olution			
interested in the agenda/resolution?		- Babban semba i	Tomoter Director is	interested in the res	olution			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding	No. of Votes – in favour (4)	No. of Votes – against (5)		% of Votes against
				shares (3)=[(2)/(1)]* 100	12001 (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	82982119	82848442	99.84	82848442	0	100.00	0.0
	Poll	82982119	0	0.00		0	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	1.00
	Poll	47272623	3597676		3597676		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		30910	·	99.52	0.00
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	0.48
	Total	156190114	126267274	80.84	125989800	277474	99.78	0.22

	circu remaneratio	/11						
Whether promoter/ promoter group are nterested 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	0.0
	Poli	82982119	0	0.00	00	0	0.00	
	Postal Ballot (if applicable)	82982119	0	0.00	00	0	0.00	
ublic- Institutions	E-Voting	47272623	26262125	55.55	21925953	4336172	83.49	16,5
	Poll	47272623	3597676		3597676		100.00	
	Postal Ballot (if applicable)	47272623	0	0.00			0.00	
ublic- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	200
	Poll	25935372	31060	0.12	30910	150		
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	
F.1 (9)	Total	156190114	126267274	80.84	121930952	4336322	96.57	3.4

their remuneration

Resolution required: (Ordinary/ Special)	6. ORDINARY RES	OLUTION - Re-appo	intment of Mr. Vell	ayan Subbiah as the I	Managing Director	of the Company for	a period of 2 years e	ffective August 19,
Whether promoter/ promoter group are nterested in the agenda/resolution?		ration payable to hi Subbiah being a Pr		Managing Director is i	nterested in the res	solution		
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		0.00	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		3597676		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		31060	0	100.00	0.00
	Postal Ballot (if applicable)	25935372		0.00	00	0	0.00	0.00
	Total	156190114	126267274	80.84	126267274	0	100.00	0.00

	crores under Sect	ion 42 of the Compa	nies Act, 2013	ssue and anot securi	ties on a private pi	acement basis upto	an amount not exce	eding Rs.10,000
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	0.0
	Poll	82982119	0	0.00	00	0	0.00	
	Postal Ballot (if applicable)	82982119	0	0.00	00	0	0.00	
Public- Institutions	E-Voting	47272623	26262125	55.55	26262125	0	100.00	H 0.0
	Poll	47272623	3597676	7.61	3597676	0	100.00	
	Postal Ballot (if applicable)	47272623	0	0.00	00	0	0.00	ON GO
Public- Non Institutions	E-Voting	25935372	13527971	52.16	13527971	0	100.00	20.00
	Poll	25935372	31060		31060	0	100.00	
	Postal Ballot (if applicable)	25935372	0	0.00	00	0	0.00	
	Total	156190114	126267274	80.84	126267274	0	100.00	0.00



New No. 5, (Old No.12), Sivasailam Street

T.Nagar, Chennai - 600 017.

Phone: 42166988, 43502997, 42555587

email : sridharan.r@aryes.in satheesh.k@aryes.in

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:



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

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

223	122593094	38	3628736	126221830	100.00
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

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 members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	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	f Number of votes cast (Shares) – Remote E- Voting			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.



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:

226		122638	538	38		36287	36	126267274	100.00
								Insta Poll	
E- Voting		E-Voting						E-Voting and	
Remote		Remote		Insta Poll		Insta Poll		Remote	cast
voted	in	(Shares)	-	Proxies voted	by	(Shares)	-	through	valid votes
members		votes	cast	members/		votes	cast	of votes cast	number of
Number	of	Number	of	Number	of	Number	of	Total Number	% of total

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

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	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 votes cast (Shares) - 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.



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:

226		122638	538	38		36287	36	126267274	100.00
Remote E- Voting		Remote E-Voting		Insta Poll		Insta Poll	70	Remote E-Voting and Insta Poll	cast
Number members voted	of in	Number votes (Shares)	of cast –	Number members/ Proxies voted	of by	Number votes (Shares)	of cast -	Total Number of votes cast through	% of total number of valid votes

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

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	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 members voted Remote E- Voting	of in	Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - 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:

• members	of in	Number votes (Shares) Remote E-Voting	of cast –	Number members/ Proxies voted Insta Poll	of by	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
222		122361	214	37		36285	86	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 members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll		% of total number of valid votes cast
4		27732	24	1	150	277474	0.22

(iii) Invalid Votes:

members voted Remote E- Voting	in	cast (Shares) – Remote E- Voting	Proxies voted by Insta Poll		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:

197		118302	366	37		36285	86	121930952	96.57
E- Voting		E-Voting		Trista Foli		Trista For		E-Voting and Insta Poll	cast
members voted Remote	in	votes (Shares) Remote	cast -	members/ Proxies voted Insta Poll	by	votes (Shares) Insta Poll	cast -	of votes cast through Remote	number of valid votes cast
Number	of	Number	of	Number	of	Number	of	Total Number	% of total

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

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	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		43361	72	1	150	4336322	3.43

(iii) Invalid Votes:

Number members voted Remote E- Voting	of in	Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - 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:

226		122638	538	38		36287	36	126267274	100.00
Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	Number members/ Proxies voted Insta Poll	of by	Number votes (Shares) Insta Poll	of cast -	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast

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

(ii) Votes against the resolution:

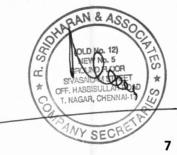
Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	Number of members/ Proxies voted by Insta Poll	Number of votes cast (Shares) - Insta Poll	Total Number of votes cast through Remote E-Voting and Insta Poll	% of total number of valid votes cast
NIL		NIL		NIL	NIL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

(iii) Invalid Votes:

Number members voted Remote E- Voting	in	Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - 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:

226	122638538	38	3628736	126267274	100.00
Number or members voted in Remote E- Voting	votes cast	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

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

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of in	Number votes (Shares) Remote E-Voting	of cast -	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 members voted Remote E- Voting	of in	Number of votes cast (Shares) – Remote E- Voting		Number of votes cast (Shares) - 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

