



## ***EL FORGE LIMITED***

No.21C, A.R.K.Colony, Eldams Road, Alwarpet, Chennai - 600018

Phone: (044) 42207800 Fax: (044) 42014708 E-Mail: [elforgeho@elforge.com](mailto:elforgeho@elforge.com)

Web Site : <http://www.elforge.com> CIN L34013TN1934PLC000669

**Proceedings of the 78<sup>th</sup> Annual General Meeting of the Company held at 2.30 PM on Friday the 26<sup>th</sup> September, 2014 at Narada Gana Sabha Trust Mini Hall, No.314, T.T.K.Road, Alwarpet, Chennai 600018**

Sitting on the Dais

Mr.V.Srikanth, Chairman

Mr.K.V.Ramachandran, Vice Chairman & Managing Director

Mr.V.Ramachandran, Director

83 shareholders representing 7406968 shares present. It was ascertained that the requisite quorum was present.

The Chairman Sri.V.Srikanth took the Chair.

The Register of Directors shareholdings and the proxy register were kept on the table.

Thereafter the Chairman delivered his speech. The Chairman addressed the Shareholders on the Working of the Company, the present Industrial Scenario etc. and the plans of the Company in the immediate future. He then took up the business of the meeting. With the permission of shareholders, the notice of the meeting and the Directors Report were taken as read. He reiterated that Electronic Voting facility provided to members from 19<sup>th</sup> September, 2014 (9.00 am) to 21<sup>st</sup> September, 2014 (6.00 pm)

Thereafter Chairman requested the shareholders who have not done e-voting for the resolutions, to poll their votes by Ballot papers provided.

After thanking the members for participation, suggestion and comments, the chairman announced closure of the meeting

**RESULT OF THE ELECTRONIC VOTING AND POLL ON THE ORDINARY AND SPECIAL BUSINESSES AT THE ANNUAL GENERAL MEETING HELD ON FRIDAY THE 26<sup>TH</sup> SEPTEMBER, 2014 AT 2.30 PM**

**PARTICULARS OF VOTES CAST**

		Electronic Voting		Voting by Poll		Total Voting Result		Result Declared
Resolutions Nos. as given in the notice of the 78 <sup>th</sup> Annual General Meeting		No.of (Shares)	%	No.of (Shares)	%	No.of (Shares)	%	
<b>Ordinary Business</b>								
Resolution for adoption of financial statements for the 9 months ended 31.03.2014	Votes cast in favour Votes against Invalid Votes	7143341 1 Nil	99.99 0.01 Nil	426366 20 Nil	99.99 0.01 Nil	7569707 21 Nil	99.99 0.01 Nil	Approved by requisite majority
Resolution for appointment of M/s.P.Rajagopalan & Co as auditors and fixing remuneration	Votes cast in favour Votes against Invalid Votes	7143341 1 Nil	99.99 0.01 Nil	426366 20 Nil	99.99 0.01 Nil	7569707 21 Nil	99.99 0.01 Nil	Approved by requisite majority
<b>Special Business</b>								
Resolution for re-appointment of Mr.K.V.Rama chandran as Vice Chairman & Managing Director	Votes cast in favour Votes against Invalid Votes	7143341 1 Nil	99.99 0.01 Nil	426366 20 Nil	99.99 0.01 Nil	7569707 21 Nil	99.99 0.01 Nil	Approved by requisite majority
Resolution for Enhance ment of Borrowing Power	Votes cast in favour Votes against Invalid Votes	7143341 1 Nil	99.99 0.01 Nil	426366 20 Nil	99.99 0.01 Nil	7569707 21 Nil	99.99 0.01 Nil	Approved by requisite majority
Resolution for reporting to Board for Industrial and Financial Reconstruction (BIFR) as Potentially Sick Industrial Company	Votes cast in favour Votes against Invalid Votes	7143341 1 Nil	99.99 0.01 Nil	426366 45 Nil	99.99 0.01 Nil	7569682 46 Nil	99.99 0.01 Nil	Approved by requisite majority

The resolutions of the Ordinary and Special Businesses as set out in Item No.1 to 5 in the Notice of the 78<sup>th</sup> Annual General Meeting duly approved by the members with requisite majority are recorded hereunder as part of the proceedings of 78<sup>th</sup> Annual General Meeting of the members held on 26<sup>th</sup> September, 2014 at Narada Gana Sabha Trust Mini Hall, 314, T.T.K.Road, Alwarpet Chennai 600018 at 2.30 PM

## **ORDINARY BUSINESS**

### **ITEM NO.1 - ADOPTION OF FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31.03.2014**

**“Resolved** to adopt the audited accounts for the 9 months period ended 31<sup>st</sup> March, 2014, the Auditors Report and the Directors Report thereon.

### **ITEM NO.2 - TO APPOINT AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION.**

**“Resolved** to consider the appointment of M/s.P.Rajagopalan & Co, Chartered Accountants, No.32, 2<sup>nd</sup> Cross Street, West CIT Nagar, Chennai 600035 as the Statutory Auditors of the Company to hold office from the conclusion of the 78<sup>th</sup> Annual General Meeting till the conclusion of the 81<sup>st</sup> Annual General Meeting subject to ratification as per the provisions of Companies Act, 2013 and the Board to fix their remuneration.

## **SPECIAL BUSINESS**

### **ITEM NO.3 - RE-APPOINTMENT OF MR.K.V.RAMACHANDRAN AS VICE CHAIRMAN AND MANAGING DIRECTOR**

**“Resolved** that pursuant to the provisions of Sections 196, 197 and other applicable provisions if any of the Companies Act, 2013 and subject to the approvals as may be necessary approval of members be and is hereby given to re-appoint Mr.K.V.Ramachandran as Vice Chairman & Managing Director of the Company for a period of five years from 1.4.2014 with retrospective effect on the following terms of remuneration in terms of schedule V to the Companies Act, 2013 and rules made there under relating to Managerial Remuneration.

**“Resolved Further** that above remuneration allowed to the Vice Chairman & Managing Director shall be subject to such limits for the remuneration as laid down by the Government in schedule V to the Companies Act, 2013 and / or such changes/variations/substitutions as may be made therein from time to time.

**“Resolved Further** that notwithstanding anything to the contrary contained herein, where in any financial year during the currency of the tenure of the Vice Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Company will pay the remuneration by way of salary and perquisites not exceeding the limits specified in schedule V to the Companies Act, 2013.

**“Resolved Further** that the scope and quantum of remuneration specified hereinabove, may be enhanced, enlarged, widened, altered or varied by the Board of Directors in the light of and in conformity with any amendments to the relevant provisions of the Companies Act, 2013 and/or the Rules and Regulations made there under and/or such guidelines as may be announced by the Central Government from time to time”.

#### **ITEM NO.4. ENHANCEMENT OF BORROWING POWER U/S 293(1)(d)**

"Resolved that in supercession of the resolution passed under Section 293(1)(d) of the companies act,1956,at the Annual General Meeting held on 27<sup>th</sup> September, 2007 and pursuant to Section 180 (1) (c) and other applicable provisions if any, of the Companies Act, 2013 and the Rules made there under the Company hereby accords its consent to the Board of Directors of the Company for borrowing on behalf of the Company monies from time to time by way of loans, debentures, advances, credits or otherwise with or without security as the Board of Directors may consider proper, including a charge or mortgage on the whole or part of the Company's undertaking or assets, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) from one or more financial institutions in India or abroad or from any bodies corporate or persons in India or abroad may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose provided that the total amount which may be so borrowed by the Board of Directors and outstanding at any one time (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any time exceed Rs.200 Crores (Rupees Two Hundred Crores only).

#### **ITEM NO.5 - REPORTING TO BOARD FOR INDUSTRIAL AND FINANCE RECONSTRUCTION (BIFR) AS POTENTIALLY SICK INDUSTRIAL COMPANY**

The Chairman placed before the Board the request for modification of the resolution No.5. He informed that one shareholder holding 7065006, who did e-voting had sent a request to modify the resolution for filing with Board For Industrial and Finance Reconstruction (BIFR) under Section 3(O), Section 15 and other applicable provisions the Sick Industrial Companies Act (Special Provisions) Act and confirmed e-voting to hold good for the modified resolution. As the modification was considered to be appropriate and did not alter the intention of the resolution which was filing with BIFR, the Chairman put the modified resolution to vote to the members present at the Annual General Meeting. Therefore this resolution as modified was passed by majority as declared by the Scrutinizer.

"Resolved that the Report of Board of Directors of the Company to the shareholders on erosion of entire of Company's net worth by its accumulated losses as on March 31, 2014 and the causes for such erosion as required under Sick Industrial Companies (Special Provisions) Act, 1985, "SICA" be and is hereby considered and approved".

**“Resolved Further that** in accordance with requirement of Section 3(O), Section 15 and other applicable provisions of the Sick Industrial Companies Act, the Company do report to the Board for Industrial and Financial Reconstruction (“BIFR”) of the fact that the accumulated losses of the Company as on March 31, 2014 have resulted in an erosion of entire net worth”.

**“Resolved Further that** Mr.V.Srikanth, Executive Chairman, Mr.K.V.Ramachandran, Vice Chairman & Managing Director, Mrs.R.Sowmithri, ED(Finance) & Secretary of the Company be and are hereby severally authorised to send the report to BIFR and do all such acts, deeds, matters and things as it may deem necessary, desirable and expedient in relation thereto”.

**“Resolved Further that** Mr.V.Srikanth, Chairman, Mr.K.V.Ramachandran, Vice Chairman & Managing Director, Mrs.R.Sowmithri, ED(Finance) & Secretary of the Company be and are hereby severally authorised to delegate all or any of the powers herein conferred by this resolution to any director or directors or to officers of the Company”.

**CS B.VENKATALAKSHMI**

Company Secretary & Regd. TMA

Flat No3, Elegant Apartments

No.11, Balakrishna Street

Valmiki Nagar, Thiruvananthapuram

Chennai 600 041

Phone : 24570787 / 24570997

Mobile : 9841423947

E.Mail : bhav23@rediffmail.com

To

The Chairman,  
El Forge Ltd, 21, Ark Colony,  
Eldams Road, Chennai 600018

Sir

Reg : Combined Result of E Voting and Poll

I, the undersigned, B Venkatalakshmi, Practicing Company Secretary, have been appointed as a scrutiner of El Forge Ltd for the following :-

1. E Voting conducted for the period 19/09/2014 to 21/09/2014 and
2. Poll on 26<sup>th</sup> September 2014 and
3. Combined report on E Voting and Poll  
as per the resolutions contained in the notice of the AGM of the Company held on 26<sup>th</sup> September 2014

I enclose the reports for your information and records

I hereby declare that all the resolutions set out in the notice of the aforesaid AGM have been passed with the requisite majority

Thanking You,

Yours faithfully,



B. Venkatalakshmi

Practicing Company Secretary

CP NO 677

Place : Chennai

Date : 26/09/2014

AO : 181 Ravi Colony, Phase III, Gunrock Enclave, Trimulgherry, Secunderabad, 500015 Tel No.8686543972/ 040-27794138

**CS B. VENKATALAKSHMI**  
Company Secretary in Practice  
CP No. 677

CS B.VENKATALAKSHMI  
Company Secretary & Regd. TMA

Flat No3, Elegant Apartments  
No.11, Balakrishna Street  
Valmiki Nagar, Thiruvannamiyur  
Chennai 600 041  
Phone : 24570787 / 24570997  
Mobile : 9841423947  
E.Mail : bhav23@rediffmail.com

To

The Chairman of 78th Annual General Meeting of the members of

EL FORGE LIMITED (the Company) to be held at 2.30 PM on Friday, the 26th September, 2014 at Narada Gana Sabha Trust, Mini Hall, 314, T.T.K.Road, Chennai 600018.

Dear Sir,

- 1 I, B Venkatalakshmi, a Company Secretary in practice, have been appointed by the Board of Directors of EL FORGE LIMITED (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 78th Annual General Meeting (AGM) of the members of the Company, to be held at 02.30 PM on the 26th day of September, 2014 at Narada Gana Sabha Trust, Mini Hall, 314, T.T.K Road, Chennai - 600018.
- 2 The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 78th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to presenting a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, India, the authorized agency to provide e-voting facilities, engaged by the Company
- 3 Further to the above, I submit my report as under:-

4 i. The e-voting period remained open from Friday, 19th September, 2014 (9:00 A.M.) to Sunday, 21th September, 2014 (6.00 PM)

ii. The members of the Company as on the "cut-off" date i.e. 25th August, 2014 were entitled to vote on the resolutions (items no. 1 to 5 as set out in the notice of the 78th AGM of the Company.)

iii. The votes cast were unblocked on 21th September 2014 and in the presence of 2 witnesses Mr. Ramakrishnan G and Mr. Udaya Kumar K R, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Udaya Kumar K R



Mr. Ramakrishnan G

iv. Thereafter, the details containing inter alia, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited, India (i.e.) <https://www.evoting.nsdl.com/> and based on such reports generated, the result of the e-voting is as under:

#### ITEM NO 1

#### ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31.03.2014

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
20	21	7143341	99.99%

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
1	1	1	0.01%

  
CS B. VENKATALAKSHMI  
Company Secretary in Practice  
CP No. 677



ITEM NO 2

ORDINARY RESOLUTION FOR APPOINTMENT OF AUDITOR AND FIXING THEIR REMUNERATION.

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
20	21	7143341	99.99%

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
1	1	1	0.01%

ITEM NO 3

ORDINARY RESOLUTION FOR REAPPOINTMENT OF MR. K.V. RAMACHANDRAN AS VICE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
20	21	7143341	99.99%

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
1	1	1	0.01%

ITEM NO 4

SPECIAL RESOLUTION FOR ENCHANCEMENT OF BORROWING POWERS UNDER SECTION 293(1)(d) OF COMPANIES ACT 1956.

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
20	21	7143341	99.99%

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
1	1	1	0.01%

ITEM NO 5

SPECIAL RESOLUTION FOR APPORVAL FOR REPORTING TO BOARD FOR INDUSTRIAL AND FINANCIAL RECONSTRUCTION ("BIFR") AS "POTENTIALLY SICK INDUSTRIAL COMPANY".

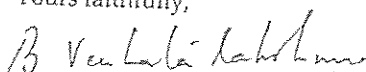
i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
20	21	7143341	99.99%

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
1	1	1	0.01%

Thanking You,  
Yours faithfully,



B Venkatalakshmi  
Practising Company Secretary  
C.P No 677  
Place: Chennai  
Date: 21.09.2014

CS B. VENKATALAKSHMI  
Company Secretary in Practice  
CP No. 677

CS.B.VENKATALAKSHMI  
Company Secretary & Regd.TMA

Flat No.3, Elegant Apartments  
No.11, Balakrishna Street  
Valmiki Nagar, Thiruvanniyur  
Chennai 600041  
Mobile 9841423947  
E Mail : bhav23@rediffmail.com

Scrutinizer's Report


To  
The Chairman of 78th Annual General Meeting of the members of

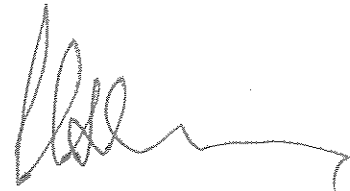
EL FORGE LIMITED (the Company) to be held at 2.30 PM on Friday, the 26th September, 2014 at Narada Gana Sabha Trust, Mini Hall, 314, T.T.K.Road, Chennai 600018.

Dear Sir,

I, B.Venkatalakshmi, a Company Secretary in practice, appointed as Scrutinizer for the purpose of the poll taken as per the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules), on the below mentioned resolution(s), at the 78th Annual General Meeting of the Equity Shareholders of El Forge Limited (the Company) held on the 26th day of September, 2014 at Narada Gana Sabha Trust Mini Hall, 314, T.T.K.Road, Alwarpet, Chennai 600018, I submit our report as under:

- 1 After the time fixed for closing of the poll by the Chairman, 1 ballotbox kept for polling were locked in my presence with due identification marks placed by me.
- 2 The locked ballot box was subsequently opened in my presence and in presence of 2 witnesses Ms.Subashree R S and Mr. Udaya Kumar K R, who are not in employment of Company, and they have signed below in confirmation of the ballot boxed being opened in their presence. The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

  
T.M.SUBRAMANIAN  
A1 ALAPANA FLATS  
No 3 Kesava Perumal  
South Street  
Mylapore Chennai  
600004



K.N.PARTHASARATHY

- 3 There were no invalid poll papers.
- 4 The result of the Poll is as under:

AC 181 Ravi Colony, Phase III, Gunrock Enclave, Inmulghery, Secuderabad 500015 Tel 27794138

  
CS B. VENKATALAKSHMI  
Company Secretary in Practice  
CP No. 677

ITEM NO 1

ORDINARY RESOLUTION FOR ADOPTION OF ACCOUNTS FOR THE YEAR

Poll in Ballot Box

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
11	10	426366	99.99%

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
11	1	20	0.01%

ITEM NO 2

ORDINARY RESOLUTION FOR APPOINTMENT OF AUDITOR AND FIXING

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
11	10	426366	99.99%

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
11	1	20	0.01%

*B Venkata Lakshmi*

CS B. VENKATALAKSHMI  
Company Secretary in Practice  
CP No. 677

ITEM NO 3

ORDINARY RESOLUTION FOR REAPPOINTMENT OF MR. K.V. RAMACHANDRAN AS

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
11	10	426366	99.99%

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
11	1	20	0.01%

ITEM NO 4

SPECIAL RESOLUTION FOR ENCHANCEMENT OF BORROWING POWERS UNDER

i. Voted in favour of the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
11	10	426366	99.99%

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
11	1	20	0.01%

*B Venkata Lakshmi*

CS B. VENKATALAKSHMI  
Company Secretary in Practice  
CP No. 677

ITEM NO 5

SPECIAL RESOLUTION FOR APPORVAL FOR REPORTING TO BOARD FOR INDUSTRIAL

i. Voted in favour of the resolution:

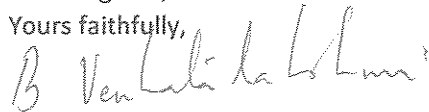
Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
11	10	426341	99.99%

ii. Voted against the resolution:

Number of members	No. of folios	Number of votes cast by them	% of total number of valid votes cast
1	1	45	0.01%

Thanking You,

Yours faithfully,



B Venkatalakshmi

Practising Company Secretary

C.P No 677

Place: Chennai

Date : 26.09.2014

## SCRUTINIZERS REPORT

### ITEM NO 1 : ADOPTION OF FINANCIAL STATEMENTS ( ORDINARY RESOLUTION)

#### 1. Voted in favour of the Resolution

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
20	7143341	11	426366	7569707	99.99%

#### 2. Voted against the Resolution

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
1	1	1	20	21	0.01%

#### 3. Invalid Votes

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
Nil	Nil	Nil	Nil	Nil	Nil

### RESULT

As the number of votes in favour of the resolution is more than the votes cast against the resolution, it is reported 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 the requisite majority

*B Venkatalakshmi*

CS B. VENKATALAKSHMI  
Company Secretary in Practice  
CP No. 677

**ITEM NO 2 : ORDINARY RESOLUTION FOR APPOINTMENT OF AUDITOR AND FIXING THEIR REMUNERATION**

**1 Voted in favour of the Resolution**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
20	7143341	11	426366	7569707	99.99%

**2 Voted against the Resolution**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
1	1	1	20	21	0.01%

**3 Invalid Votes**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
Nil	Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes in favour of the resolution is more than the votes cast against the resolution, it is reported 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 the requisite majority

*B Venkata Lakshmi*

**CS B. VENKATALAKSHMI**  
Company Secretary in Practice  
CP No. 677



**ITEM NO 3 : ORDINARY RESOLUTION FOR REAPPOINTMENT OF MR K V RAMANCHANDRAN  
AS VICE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY**

**1 Voted in favour of the Resolution**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
20	7143341	11	426366	7569707	99.99%

**2 Voted against the Resolution**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
1	1	1	20	21	0.01%

**3 Invalid Votes**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
Nil	Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes in favour of the resolution is more than the votes cast against the resolution, it is reported 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 the requisite majority

*B Venkata Lakshmi*

CS B. VENKATALAKSHMI  
Company Secretary in Practice  
CP No. 677

**ITEM NO 4 : SPECIAL RESOLUTION FOR ENHANCEMENT OF BORROWING POWERS UNDER SECTION 293 (1) (D) OF COMPANIES ACT 1956.**

**1 Voted in favour of the Resolution**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
20	7143341	11	426366	7569707	99.99%

**2 Voted against the Resolution**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
1	1	1	20	21	0.01%

**3 Invalid Votes**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
Nil	Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes in favour of the resolution is more than the votes cast against the resolution, it is reported 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 the requisite majority

*B Venkata Lakshmi*

CS B. VENKATALAKSHMI  
Company Secretary in Practice  
CP No. 677

**ITEM NO 5 : SPECIAL RESOLUTION FOR REPORTING TO BOARD FOR INDUSTRIAL AND FINANCIAL RECONSTRUCTION ("BIFR") AS "POTENTIALLY SICK INDUSTRIAL COMPANY".**

**1. Voted in favour of the Resolution**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
20	7143341	11	426341	7569682	99.99%

**2 Voted against the Resolution**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
1	1	1	45	46	0.01%

**3 Invalid Votes**

No.of Members Voted in EVoting	No of Votes Cast (Shares) In E Voting	No.of Members/ Proxies Voted/Poll	No.of Votes Cast in Evoting & Poll	Total No.of Votes cast in Evoting & Poll	Percentage of total No of Valid Votes cast
Nil	Nil	Nil	Nil	Nil	Nil

**RESULT**

As the number of votes in favour of the resolution is more than the votes cast against the resolution, it is reported 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 the requisite majority

*B Venkata Lakshmi*

**S B. VENKATALAKSHMI**  
Company Secretary in Practice  
CP No. 677