

August 21, 2018

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

Scrip Code: Thejo - EQ (SM)

Dear Sir/Madam,

Sub: Voting results and Scrutinizer Report of 32<sup>nd</sup> Annual General Meeting ('AGM')

With reference to the 32<sup>nd</sup> Annual General Meeting ('AGM') of the Company held on August 20, 2018, we would like to inform that the Scrutinizer has submitted his consolidated report on August 21, 2018. Based on the said report, all the items of business contained in the Notice dated May 28, 2018, were declared as duly transacted with requisite majority. The remote e-voting and poll results along with scrutinizer's report is uploaded on the Company's website. Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure of voting results and Report of Scrutinizer dated August 21, 2018 are attached herewith.

This is for your information and records.

Thanking You

Yours faithfully,

For THEJO ENGINEERING LIMITED

K.J. Joseph

Chairman

DIN 00434410

Corporate Identification Number: L27209TN1986PLC012833 Reg. Office: 41 Cathedral Road, Chennai - 600 086, India. Tel: +9144 42221900 Fax: +9144 42221910 Works: Irulipattu Village, Alinjivakkam Post, Ponneri Taluk, Chennai - 600 067. Tel: +9144 27984342

### Voting Results of 32nd Annual General Meeting of Thejo Engineering Limited

Disclosure as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| Disclosure as per   | negulation +1(3) | OT CITE OLD I               |                          |  | Thejo Eng                       | ineering Limit | ed   |   |  |  |  |
|---|------------------|-----------------------------|--------------------------|--|---------------------------------|----------------|--|---|--|--|--|
| ame of the Company  |                  |                             |                          |  | Augu                            | st 20, 2018    |  |   |  |  |  |
| ate of the AGM/ <del>EGM</del>  |                  |                             |                          |  |                                 |                |  |   |  |  |  |
| o. of shareholders present in the meeting                                 | either in person | or through p                | roxy:                    |  |                                 | 23             |  |   |  |  |  |
| romoters and Promoter Group:  |                  |                             |                          | 7  |                                 |                |  |   |  |  |  |
| ublic:  |                  |                             |                          | 16   |                                 |                |  |   |  |  |  |
| to. of Shareholders attended the meeting t                                | hrough Video Co  | nferencing                  |                          |  |                                 | Applicable     |  |   |  |  |  |
| romoters and Promoter Group:  |                  |                             |                          |  |                                 | Applicable     |  |   |  |  |  |
| Public:   |                  |                             |                          |  | Not                             | Applicable     |  |   |  |  |  |
| dbiic.  | Ordinary-1. 1.   | Adoption of                 |                          |  |                                 |                |  |   |  |  |  |
| Resolution required: (Ordinary/ Special)                                  | the Board of D   | irectors and<br>Consolidate | Auditors the d Financial | f the Company for the company for the Company of th |                                 |                |  |   |  |  |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No               |                             |                          |  |                                 |                | % of Votes in                                      | % of Votes  |  |  |  |
|   | Mode of Voting   |                             | No. of votes polled (2)  | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100   | No. of Votes –<br>in favour (4) |                | favour on<br>votes polled<br>(6)=[(4)/(2)]*1<br>00 | against on<br>votes polled<br>(7)=[(5)/(2)]*:<br>00 |  |  |  |
| Category  | E-Voting         |                             | 1946940                  | 100.00   | 1946940                         | 0              | 100.00   |   |  |  |  |
|   | Poll             | 1946940                     |                          |  |                                 |                |  |   |  |  |  |
| Promoter and Promoter Group   | Postal Ballot    |                             | -                        |  |                                 |                |  |   |  |  |  |
|   | Sub Total        | 1946940                     | 1946940                  | 100.00   | 1946940                         | 0              | 100.00   |   |  |  |  |
|   | E-Voting         |                             |                          |  | -                               |                |  |   |  |  |  |
|   | Poll             | 413072                      |                          |  |                                 |                | -  |   |  |  |  |
| Public - Institutions   | Postal Ballot    |                             |                          |  | -                               | -              |  |   |  |  |  |
|   | Sub Total        | 413072                      | 0                        |  |                                 | 0              |  |   |  |  |  |
|   | E-Voting         |                             | 438440                   |  |                                 |                |  |   |  |  |  |
|   | Poll             | 1073540                     | 319800                   | 29.79  | 319800                          | 0              | 100.00   |   |  |  |  |
| Public - Non Institutions   | Postal Ballot    |                             |                          |  |                                 |                | 100.00   |   |  |  |  |
|   | Sub Total        | 1073540                     | -                        |  |                                 |                |  |   |  |  |  |
| Total   | Grand Total      | 3433552                     | 2705180                  | 78.79  | 2705180                         | C              | 100.00   |   |  |  |  |



| Resolution required: (Ordinary/ Special) | Ordinary-2. De    | claration of | Dividend on                   | Equity Shares for th                                       | e Financial Year e              | ended 31st Ma | arcn, 2018  |   |
|--|-------------------|--------------|-------------------------------|--|---------------------------------|---------------|-------------|---|
| Whether promoter/ promoter group are     |                   |              |                               |  |                                 |               |             |   |
| interested in the agenda/resolution?     | No                |              |                               |  |                                 |               | lov - 634-4 | % of Votes  |
| Category                                 | Mode of<br>Voting | shares       | No. of<br>votes<br>polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes –<br>in favour (4) | - against (5) | 00          | against on<br>votes polled<br>(7)=[(5)/(2)]*1<br>00 |
|  | E-Voting          |              | 1946940                       | 100.00   | 1946940                         | 0             | 100.00      | 0   |
| Promoter and Promoter Group              | Poll              | 1946940      | •                             |  |                                 |               |             |   |
|  | Postal Ballot     |              | *                             | 400.00   | 1046040                         | 0             | 100.00      | 0   |
|  | Sub Total         | 1946940      | 1946940                       | 100.00   | 1946940                         | 0             | 100.00      |   |
|  | E-Voting          |              |                               |  |                                 | 1             |             |   |
| n til testimations                       | Poll              | 413072       | -                             |  |                                 | -             |             |   |
| Public - Institutions                    | Postal Ballot     |              | -                             |  |                                 |               |             |   |
|  | Sub Total         | 413072       | 0                             |  |                                 |               | 0.00        |   |
|  | E-Voting          |              | 438440                        | 40.84  |                                 |               | 100.00      |   |
|  | Poll              | 1073540      | 319800                        | 29.79  | 319800                          | C             | 100.00      | C   |
| Public - Non Institutions                | Postal Ballot     |              |                               |  |                                 |               |             |   |
|  | Sub Total         | 1073540      | 758240                        | 70.63  | 758240                          | C             |             |   |
| Total                                    | Grand Total       | 3433552      | 2705180                       | 78.79  | 2705180                         | C             | 100.00      |   |



| tesolution required: (Ordinary/ Special)                                 | Ordinary-3. Ap eligible, seeks |                        |              | in place of Mr. Raje | esh John (DIN 05 | 161067), WHO  | Tetiles by rota  |            |
|--|--------------------------------|------------------------|--------------|----------------------|------------------|---------------|--|------------|
| Whether promoter/ promoter group are nterested in the agenda/resolution? | Yes*                           |                        |              |                      |                  |               | % of Votes in  | % of Votes |
|  | Mode of Voting                 | No. of shares held (1) | No. of votes | (3)=[(2)/(1)]* 100   | in favour (4)    | – against (5) | favour on<br>votes polled<br>(6)=[(4)/(2)]*1<br>00<br>100.00 | 00         |
| Category   | E-Voting                       |                        | 1946940      | 100.00               | 1946940          | 0             | 100.00   |            |
| Promoter and Promoter Group  | Poll                           | 1946940                | •            |                      |                  |               |  |            |
|  | Postal Ballot                  |                        | -            | 100.00               | 1946940          | 0             | 100.00   | (          |
|  | Sub Total                      | 1946940                | 1946940      | 100.00               | 1940940          |               |  |            |
|  | E-Voting                       |                        | -            |                      |                  |               |  |            |
|  | Poll                           | 413072                 | -            |                      |                  |               |  |            |
| Public - Institutions  | Postal Ballot                  |                        |              | 0.00                 | 0                | 0             | 0.00   | 1          |
|  | Sub Total                      | 413072                 | -            | 0.00                 |                  |               |  |            |
|  | E-Voting                       |                        | 438440       |                      |                  |               |  |            |
|  | Poll                           | 1073540                | 319800       | 29.79                | 319800           |               | 100.00   |            |
| Public - Non Institutions  | Postal Ballot                  |                        |              |                      | -                |               | 100.00   |            |
|  | Sub Total                      | 1073540                | 758240       |                      |                  |               |  |            |
| Total  | Grand Total                    | 3433552                |              | 78.79                |                  |               | 100.00   |            |

<sup>\*</sup>Mr. Rajesh John and his relatives falling under promoter and promoter group are interested in the resolution



| Resolution required: (Ordinary/ Special)                                  | Ordinary-4. Ap               |                        |              | in place of Mr. Tho  | mas John (DIN 00 | )435035), who | retires by rota                                    | HIOH and being                                      |
|---|------------------------------|------------------------|--------------|--|------------------|---------------|--|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes**                        |                        |              |  |                  |               | % of Votes in                                      | % of Votes  |
| Category  | Mode of Voting               | No. of shares held (1) | No. of votes | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | in favour (4)    | – against (5) | favour on<br>votes polled<br>(6)=[(4)/(2)]*1<br>00 | against on<br>votes polled<br>(7)=[(5)/(2)]*1<br>00 |
| Category  | E-Voting                     | 1045040                | 1946940      | 100.00   | 1946940          | 0             | 100.00   |   |
| Promoter and Promoter Group   | Poll Postal Ballot Sub Total | 1946940                | -            | 100.00   | 1946940          | 0             | 100.00   | (   |
| Public - Institutions   | E-Voting Poll Postal Ballot  | 413072                 |              | -  | -                |               |  | (   |
|   | Sub Total                    | 413072                 | 0            | 0.00   |                  | 0             |  |   |
|   | E-Voting                     | 4072540                | 438440       |  |                  | +             |  |   |
| Public - Non Institutions   | Poll Postal Ballot           | 1073540                | 319800       | 23.73  |                  |               |  |   |
|   | Sub Total                    | 1073540                |              |  |                  |               |  |   |
| Total   | Grand Total                  | 3433552                |              | - interested in the re                                     |                  |               |  |   |

<sup>\*\*</sup>Mr. Thomas John and his relatives falling under promoter and promoter group are interested in the resolution



| Resolution required: (Ordinary/ Special)                                 | Special-5. Re-a<br>effect from 15 | ppointment<br>th July, 2018 | and approv   | George (DIN 014937)<br>ing his terms and cor | nditions including              | remuneration | n                                     |            |
|--|-----------------------------------|-----------------------------|--------------|--|---------------------------------|--------------|---------------------------------------|------------|
| Whether promoter/ promoter group are nterested in the agenda/resolution? | No                                |                             |              |  |                                 |              | % of Votes in                         | % of Votes |
|  | Mode of                           | No. of shares held (1)      | No. of votes | Jilaics                                      | No. of Votes –<br>in favour (4) | No. of Votes | votes polled<br>(6)=[(4)/(2)]*1<br>00 | 00         |
| Category   | Voting                            | neid (1)                    | 1946940      | 100.00                                       |                                 | 0            | 100.00                                | C          |
|  | E-Voting Poll                     | 1946940                     |              |  |                                 |              |                                       |            |
| Promoter and Promoter Group  | Postal Ballot                     |                             | -            |  | -                               |              | 100.00                                |            |
|  | Sub Total                         | 1946940                     | 1946940      | 100.00                                       | 1946940                         | 0            | 100.00                                |            |
|  | E-Voting                          |                             |              |  | -                               |              |                                       | 7          |
|  | Poll                              | 413072                      | -            |  | -                               |              |                                       |            |
| Public - Institutions  | Postal Ballot                     |                             |              | -  | -                               | 0            | 0.00                                  |            |
|  | Sub Total                         | 413072                      |              |  |                                 |              |                                       |            |
|  | E-Voting                          |                             | 438440       |  |                                 |              |                                       |            |
|  | Poll                              | 1073540                     | 319800       | 29.79  | 319800                          |              | F Facility of                         |            |
| Public - Non Institutions  | Postal Ballot                     |                             | 750240       | 70.63  | 758240                          | (            | 100.00                                |            |
|  | Sub Total                         | 107354                      | -            |  | 1                               | -            | 100.00                                |            |
| Total  | Grand Total                       | 343355                      | 2 2705180    | 78.73  | 2,03200                         |              |                                       |            |



| esolution required: (Ordinary/ Special)                                  | Special-6. Re-a<br>(five) consecut | ppointment<br>ve years, wi | of Mr. N. G  | ianga Ram (DIN 000<br>m 1st April, 2019. | 01240) 43 41 111 |                               |                                       |            |
|--|------------------------------------|----------------------------|--------------|--|------------------|-------------------------------|---------------------------------------|------------|
| Whether promoter/ promoter group are nterested in the agenda/resolution? | No                                 |                            |              |  |                  |                               | 70 01 1000                            | % of Votes |
|  | Mode of<br>Voting                  | No. of shares held (1)     | No. of votes | (3)=[(2)/(1)]* 100                       | in favour (4)    | No. of Votes<br>– against (5) | votes polled<br>(6)=[(4)/(2)]*1<br>00 | 00         |
| Category   | E-Voting                           |                            | 1946940      | 100.00                                   | 1946940          |                               |                                       |            |
|  | Poll                               | 1946940                    |              |  |                  |                               |                                       |            |
| Promoter and Promoter Group  | Postal Ballot                      |                            | -            | 100.00                                   | 1946940          | C                             | 100.00                                |            |
|  | Sub Total                          | 1946940                    | 1946940      | 100.00                                   | 1940940          |                               |                                       |            |
|  | E-Voting                           |                            | -            |  |                  |                               |                                       |            |
|  | Poll                               | 413072                     | 2            |  |                  |                               |                                       |            |
| Public - Institutions  | Postal Ballot                      |                            |              | 0.00                                     | 0                |                               | 0.00                                  |            |
|  | Sub Total                          | 41307                      |              | 10.0                                     |                  |                               | 0 100.00                              | 0          |
|  | E-Voting                           |                            | 438440       | 20.7                                     |                  |                               | 0 100.00                              | )          |
|  | Poll                               | 107354                     | 0 319800     | 29.75                                    | 5,25000          |                               | -                                     | -          |
| Public - Non Institutions  | Postal Ballot                      |                            |              | 70.6                                     | 758240           |                               | 0 100.0                               | 0          |
|  | Sub Total                          | 107354                     |              | 70.7                                     |                  |                               | 0 100.0                               | 0          |
| Total  | Grand Total                        | 343355                     | 2 270518     | 0 78.7                                   | 2,0320           |                               |                                       |            |



| esolution required: (Ordinary/ Special)  | Special-7. Re-a<br>(five) consecut | ppointment<br>ive years, w | of Mr. V.K.  | Srivastava (DIN 006<br>m 1st April, 2019.                  |               |                            |                                       |            |
|--|------------------------------------|----------------------------|--------------|--|---------------|----------------------------|---------------------------------------|------------|
| Vhether promoter/ promoter group are nterested in the agenda/resolution?   | No                                 |                            |              |  |               |                            | % of Votes in                         | % of Votes |
|  | Mode of                            | No. of shares held (1)     | No. of votes | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | in favour (4) | No. of Votes – against (5) | votes polled<br>(6)=[(4)/(2)]*1<br>00 | 00         |
| Category   | E-Voting                           |                            | 1946940      | 100.00   | 1946940       | , 0                        | 100.00                                |            |
|  | Poll                               | 1946940                    | -            |  |               | -                          | -                                     |            |
| Promoter and Promoter Group  | Postal Ballot                      |                            | -            |  |               |                            | 100.00                                |            |
| Tomoto, english and a second an | Sub Total                          | 1946940                    | 1946940      | 100.00   | 1946940       | 0                          | 100.00                                | ,          |
|  | E-Voting                           |                            |              |  |               |                            |                                       |            |
|  | Poll                               | 413072                     |              |  |               |                            |                                       |            |
| Public - Institutions  | Postal Ballot                      |                            |              |  |               |                            |                                       |            |
| Public Mistress  | Sub Total                          | 413072                     | 0            | 0.00   | 0             | C                          |                                       |            |
|  |                                    | 42307                      | 438440       | 40.84  | 438440        |                            | 100.00                                |            |
|  | E-Voting                           | 1073540                    |              | 00.70  | 319800        |                            | 100.00                                |            |
| a LU- Alan Institutions  | Poll                               |                            | 313000       |  |               |                            | -                                     |            |
| Public - Non Institutions  | Postal Ballot                      |                            | 758240       | 70.63  | 758240        |                            | 100.00                                |            |
|  | Sub Total                          | 107354                     |              |  |               |                            | 100.00                                |            |
| Total  | Grand Total                        | 343355                     | 2 2705180    | 70.7   |               |                            |                                       |            |



| esolution required: (Ordinary/ Special)                                  | Special-8. Re-a | ippointment<br>ive years, w | of Mr. A. S | om 1st April, 2019.  | 158896) as an inc               | Jependent Di | 100000000000000000000000000000000000000            |   |
|--|-----------------|-----------------------------|-------------|--|---------------------------------|--------------|--|---|
| Whether promoter/ promoter group are nterested in the agenda/resolution? | No              |                             |             |  |                                 |              | % of Votes in                                      | % of Votes  |
|  | Mode of Voting  | No. of shares held (1)      | No. of      | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes –<br>in favour (4) |              | favour on<br>votes polled<br>(6)=[(4)/(2)]*1<br>00 | against on<br>votes polled<br>(7)=[(5)/(2)]*1<br>00 |
| Category   |                 | 11010 (2)                   | 1946940     |  | 1946940                         | 0            | 100.00   | 0   |
| Promoter and Promoter Group  | E-Voting        | 1946940                     |             |  |                                 |              |  |   |
|  | Poll            | 1340340                     |             |  | -                               |              |  |   |
| Floritotel and Floritotel and  | Postal Ballot   | 1045040                     | 1946940     | 100.00   | 1946940                         | 0            | 100.00   | C   |
|  | Sub Total       | 1946940                     | 1940940     | 100.00   |                                 |              |  |   |
|  | E-Voting        |                             |             |  |                                 |              |  | C   |
|  | Poll            | 413072                      |             |  |                                 |              |  |   |
| Public - Institutions  | Postal Ballot   |                             |             |  |                                 | C            | 0.00   |   |
|  | Sub Total       | 413072                      | 0           |  | +                               |              |  |   |
|  | E-Voting        |                             | 438440      | 40.84  |                                 |              |  |   |
|  | Poll            | 1073540                     | 319800      | 29.79  | 319800                          | (            | 100.00   |   |
| Public - Non Institutions  | Postal Ballot   |                             |             |  | -                               |              |  |   |
|  | Sub Total       | 1073540                     | 758240      | 70.63  | 758240                          | (            | 100.00   |   |
| Total  | Grand Total     | 3433552                     |             | 78.79  | 2705180                         |              | 100.00   |   |



| esolution required: (Ordinary/ Special)   | Special-9. Re-ap<br>(five) consecutiv          | pointment<br>ve years, wit | of Mr. M.P.<br>th effect from | Vijay Kumar (DIN 05<br>m 1st April, 2019.                  |                          |                               |  |    |
|---|--|----------------------------|-------------------------------|--|--------------------------|-------------------------------|--|----|
| /hether promoter/ promoter group are nterested in the agenda/resolution?  Category  Promoter and Promoter Group | No   | No. of shares              | No. of<br>votes<br>polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | in favour (4)<br>1946940 | No. of Votes<br>– against (5) | favour on<br>votes polled<br>(6)=[(4)/(2)]*1<br>00 | 00 |
| Public - Institutions   | E-Voting Poll Postal Ballot Sub Total E-Voting | 41307                      | 2 (43844)                     | 20.7   | 4 438440                 | )                             | 0 0.00<br>0 100.0<br>0 100.0                       | 0  |
| Public - Non Institutions   | Poll Postal Ballot Sub Total Grand Total       | 107354                     | 10 75824                      | 70.6   |                          |                               | 0 100.0  |    |



| esolution required: (Ordinary/ Special)                                  | Special-10. Re- | appointmen<br>ve years, wi | t of Dr. C.N.<br>th effect from | Ramchand (DIN 051<br>m 1st April, 2019. |                                 |                               |                        |                                    |
|--|-----------------|----------------------------|---------------------------------|---|---------------------------------|-------------------------------|------------------------|------------------------------------|
| Whether promoter/ promoter group are nterested in the agenda/resolution? | No              |                            |                                 | % of Votes Polled on outstanding        |                                 |                               | favour on votes polled | % of Votes against on votes polled |
|  | Mode of         | shares                     | votes                           | shares                                  | No. of Votes –<br>in favour (4) | No. of Votes<br>– against (5) | (6)=[(4)/(2)]*1<br>00  | (7)=[(5)/(2)]*1<br>00              |
|  | Voting          | held (1)                   | No.                             | (3)=[(2)/(1)]* 100                      |                                 | 0                             | 100.00                 |                                    |
| Category   | E-Voting        |                            | 1946940                         | 100.00                                  |                                 |                               |                        |                                    |
|  | Poll            | 1946940                    |                                 |   |                                 |                               |                        |                                    |
| Promoter and Promoter Group  | Postal Ballot   |                            |                                 | 100.00                                  | 1946940                         | C                             | 100.00                 |                                    |
|  | Sub Total       | 1946940                    | 1946940                         | 100.00                                  | 1540510                         |                               |                        |                                    |
|  | E-Voting        |                            | -                               |   |                                 |                               |                        |                                    |
|  | Poll            | 413072                     | 2                               |   |                                 |                               |                        |                                    |
| Public - Institutions  | Postal Ballot   |                            |                                 | 0.00                                    | 0                               | (                             | 0.00                   |                                    |
|  | Sub Total       | 41307                      |                                 | 10.04                                   | 100110                          |                               | 100.00                 |                                    |
|  | E-Voting        |                            | 438440                          | 20.70                                   |                                 |                               | 0 100.00               |                                    |
|  | Poll            | 107354                     | 0 319800                        | 29.79                                   | 313000                          |                               | -                      |                                    |
| Public - Non Institutions  | Postal Ballot   |                            |                                 | 70.5                                    | 758240                          |                               | 0 100.00               |                                    |
|  | Sub Total       | 107354                     |                                 | 70.70                                   |                                 |                               | 0 100.00               |                                    |
|  | Grand Total     | 343355                     | 2 270518                        | 78.79                                   | 2703100                         |                               |                        |                                    |



2814 2945, 2814 2955 98410 16465, 94444 98594

gporselvam@gmail.com 33AAXPP6495R1ZA GST No. :

LPF Building, II Floor, 25,(10) Thiyagaraja Street, North Usman Road, T. Nagar, Chennai - 600 017.

### Scrutinizer's Report

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To The Chairman M/S Thejo Engineering Limited 3rd Floor, VDS House No. 41, Cathedral Road, Chennai - 600086. Dear Sir,

## Sub: Annual General Meeting held on 20th August, 2018

I, G.Porselvam, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of M/S Thejo Engineering Limited (the Company), having its Registered Office at '3rd Floor, VDS House No. 41, Cathedral Road, Chennai-600086, for the purpose of scrutinizing the remote e-voting and voting through Ballot Paper at the Annual General Meeting in terms of Sections 108 and 109 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 (the Rules) on the resolutions contained in the Notice of the 32nd Annual General Meeting (AGM) of the members of the company, held on Monday, the 20th day of August, 2018 at 10.00A.M.at The Music Academy, Kasturi Srinivasan Hall (Mini Hall), New no 168, T.T.K. Road, Royapettah, Chennai - 600014.

- 1) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under relating to remote e-voting and poll on the resolutions contained in the Notice of the AGM of the Company.
- 2) My responsibility as Scrutinizer for the e-voting process and for the Poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports downloaded from the e-voting system

provided by CDSL for e-voting and the Polling Papers received on the Poll conducted at the AGM.

- 3) I submit my report as under:
  - a) The Company has provided the Members facility to exercise their right to vote at the AGM by electronic means to transact the business detailed in the Notice through remote e-voting services provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
  - b) The Shareholders of the Company holding shares on the "cut-off" date i.e., 13th August, 2018 were entitled to vote on the Resolutions as set out at Item Nos. 1 to 10 in the Notice of the AGM of the Company.
  - c) The voting period for e-voting commenced on Friday, 17th August, 2018 at 9.00 a.m. and ended on Sunday, 19th August, 2018 at 5.00 p.m. and thereafter, the CDSL e-voting platform was blocked.
  - d) Thereafter, I have unblocked the votes cast under e-voting facility in the presence of two witnesses, Mr. R.Vasudevan and Mr. V.Santhosh who are not in the employment of the Company.
  - e) After conclusion of the Polling at the AGM of the Company held on 20th August, 2018, I have opened the locked Polling Box in the presence of two witnesses, Mr. R.Vasudevan and Mr. V.Santhosh who are not in the employment of the Company. The Polling Papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. On the conclusion of the Annual General Meeting, the full details of votes cast through remote e-voting were made available to me by the CDSL.
  - f) I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the CDSL e-voting system and on Poll based on the Polling Papers received at the AGM.
  - g) I report that the result of the voting through electronic means and on poll in respect of the said Resolutions is as under:

Nature of resolution: Ordinary Resolution

To consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 with the report of Auditors thereon.
  - (i) Voted in favour of the resolution:

| Number of | Number of Votes cast (Shares) | % of total number of valid votes cast             |
|-----------|-------------------------------|---|
| 27        | 2385380                       | 88.18   |
| 6         | 319800                        | 11.82   |
| 33        | 2705180                       | 100.00  |
|           | members voted                 | members voted cast (Shares)  27 2385380  6 319800 |

### (ii) Voted against the resolution:

|          | Number<br>members voted | of | Number of cast (Shares) |   | % of total number of valid votes cast |
|----------|-------------------------|----|-------------------------|---|---------------------------------------|
| E-Voting | 0                       |    |                         | 0 | 0                                     |
| Poll     | 0                       |    |                         | 0 | 0                                     |
| Total    | 0                       |    |                         | 0 | 0                                     |

| Total valid votes | 33 | 2705180 | 100.00 |
|-------------------|----|---------|--------|
| (i) + (ii)        |    |         |        |

### (iii) Invalid Votes:

|          | Number<br>members voted | of | Number of cast (Shares) |   | % of total number of valid votes cast |
|----------|-------------------------|----|-------------------------|---|---------------------------------------|
| E-Voting | 0                       |    |                         | 0 | 0                                     |
| Poll     | 0                       |    |                         | 0 | 0                                     |
| Total    | 0                       |    |                         | 0 | 0                                     |



Nature of Resolution: Ordinary Resolution

To declare dividend on Equity shares for the financial year ended 31st March

2018.

## (i) Voted in favour of the resolution:

|           | Number of members voted | Number of Votes cast (Shares) | of valid votes cast |
|-----------|-------------------------|-------------------------------|---------------------|
| T) 17.42  | 27                      | 2385380                       | 88.18               |
| E-Voting  | 6                       | 319800                        | 11.82               |
| Poll 6 33 |                         | 2705180                       | 100.00              |

### (ii) Voted against the resolution:

|          | Number<br>members voted | of | Number of cast (Shares) | Votes | % of total number of valid votes cast |
|----------|-------------------------|----|-------------------------|-------|---------------------------------------|
| E-Voting | 0                       |    | 0                       |       | 0                                     |
| Poll     | 0                       |    |                         | 0     | 0                                     |
| Total    | 0                       |    |                         | 0     |                                       |

|                   |    | 2505100 | 100.00 |
|-------------------|----|---------|--------|
| Total valid votes | 33 | 2705180 | 100.00 |
| (i) + (ii)        |    |         |        |

### (iii) Invalid Votes:

|          | Number<br>members voted | Number of cast (Shares) |   | % of total number of valid votes cast |
|----------|-------------------------|-------------------------|---|---------------------------------------|
| E-Voting | 0                       |                         | 0 | 0                                     |
| Poll     | 0                       |                         | 0 | 0                                     |
| Total    | 0                       |                         | 0 | 0                                     |



Nature of Resolution: Ordinary Resolution

Appointment of a Director in place of Mr. Rajesh John (DIN 05161087), who retires by rotation and being eligible, seeks re-appointment.

#### Voted in favour of the resolution: (i)

| E-Voting      | Number members voted 27 | of | 2385380<br>319800 | % of total number of valid votes cast  88.18  11.82 |
|---------------|-------------------------|----|-------------------|---|
| Poll<br>Total | 33                      |    | 2705180           | 100.00  |

#### Voted against the resolution: (ii)

|            | Number 0 members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|------------|------------------------|-------------------------------|---------------------------------------|
|            | members voted          | 0                             | 0                                     |
| E-Voting   | 0                      | 0                             | 0                                     |
| Poll Total | 0                      | 0                             | 0                                     |

|                   |    | 2505180 | 100.00 |
|-------------------|----|---------|--------|
| Total valid votes | 33 | 2705180 | 100.00 |
| (i) + (ii)        |    |         |        |

#### Invalid Votes: (iii)

|                     | Number<br>members voted | of | Number of cast (Shares) |   | % of total number of valid votes cast |
|---------------------|-------------------------|----|-------------------------|---|---------------------------------------|
| E-Voting Poll Total | 0                       |    |                         | 0 | 0                                     |

Nature of Resolution: Ordinary Resolution

Appointment of a Director in place of Mr. Thomas John (DIN 00435035), who retires by rotation and being eligible, seeks re-appointment.

# Voted in favour of the resolution:

| (i) Voted in fa  | vour of the resolution: |                   | % of total number |
|------------------|-------------------------|-------------------|-------------------|
|                  | members voted           | cast (Shares)     | 01 Valid Votes    |
| E-Voting<br>Poll | 27<br>6<br>33           | 319800<br>2705180 | 100.00            |
| Total            | 33                      |                   |                   |

## Voted against the resolution:

| (-)                 | ITUILLOU            | of | Number of cast (Shares) | Votes | % of total number of valid votes cast |
|---------------------|---------------------|----|-------------------------|-------|---------------------------------------|
| E-Voting Poll Total | members voted 0 0 0 |    | Cast (Since sey         | 0 0   | 0 0 0                                 |

| Total             |    | 7727100 | 100.00 |
|-------------------|----|---------|--------|
| Total valid votes | 33 | 2705180 |        |
| (i) + (ii)        |    |         |        |

### Invalid Votes:

| (iii) Invalid Votes: | Number<br>members voted | of | Number of cast (Shares) | Votes 0 | % of total number of valid votes cast |
|----------------------|-------------------------|----|-------------------------|---------|---------------------------------------|
| E-Voting Poll Total  | 0 0                     |    |                         | 0       | 0                                     |

Nature of Resolution: Special Resolution

To re-appoint Mr. V.A.George (DIN 01493737) as Managing Director for a period of 3 (three) years, with effect from 15th July, 2018 and to approve his terms and conditions including remuneration.

## Voted in favour of the resolution:

| (i) Voted in fa | vour of the resolution  | . e | Number of Votes   | % of total number            |
|-----------------|-------------------------|-----|-------------------|------------------------------|
|                 | Number<br>members voted | OI  | cast (Shares)     | of valid votes cast<br>88.18 |
| E-Voting        | 27                      |     | 2385380<br>319800 | 11.82                        |
| Poll<br>Total   | 33                      |     | 2705180           | 100.00                       |

## Voted against the resolution:

| (ii) Voted aga   | Number        | of | Number of     | Votes | % of total number     |
|------------------|---------------|----|---------------|-------|-----------------------|
|                  | members voted |    | cast (Shares) | 0     | of valid votes cast 0 |
| E-Voting<br>Poll | 0             |    |               | 0     | 0                     |
| Total            | 0             |    |               | -     |                       |

|                   |    | 2707100 | 100.00 |
|-------------------|----|---------|--------|
| Total valid votes | 33 | 2705180 | 100.00 |
| (i) + (ii)        |    |         |        |

#### Invalid Votes: (iii)

| (iii) Invalid Votes: | Number<br>members voted | of | Number of cast (Shares) | Votes | % of total number of valid votes cast |
|----------------------|-------------------------|----|-------------------------|-------|---------------------------------------|
| E-Voting             | 0                       |    |                         | 0     | 0                                     |
| Poll                 | 0                       |    |                         | 0     | 0                                     |
| Total                | 0                       |    |                         | 0     | U                                     |

Nature of Resolution: Special Resolution

To re-appoint Mr. N.Ganga Ram (DIN 00001246) as Independent Director for a second term of 5 (five) consecutive years, with effect from 1st April, 2019.

## Voted in favour of the resolution:

| (i) Voted in | favour of the resolution: | Cl Number of Votes | % of total number   |
|--------------|---------------------------|--------------------|---------------------|
|              | Number of members voted   | cast (Shares)      | of valid votes cast |
| E-Voting     | 27                        | 2385380            | 11.82               |
| Poll         | 6                         | 2705180            | 100.00              |
| Total        | 33                        |                    |                     |

## Voted against the resolution:

| (ii) Voted again | inst the resolution: | 6 7                     | Votes | % of total number   |
|------------------|----------------------|-------------------------|-------|---------------------|
|                  | 11 CLAIL OF          | Number of cast (Shares) | votes | of valid votes cast |
|                  | members voted        | <br>Cast (Onarce)       | 0     | 0                   |
| E-Voting         | 0                    |                         | 0     | 0                   |
| Poll             | 0                    |                         | 0     | 0                   |
| Total            |                      |                         |       |                     |

|                   |    |         | 100.00 |
|-------------------|----|---------|--------|
| Total valid votes | 33 | 2705180 | 100.00 |
| (i) + (ii)        |    |         |        |

#### Invalid Votes: (iii)

| (iii) Invalid Vo | Number members voted | Number of cast (Shares) | Votes | % of total number of valid votes cast |
|------------------|----------------------|-------------------------|-------|---------------------------------------|
| E-Voting         | 0                    |                         | 0     | 0                                     |
| Poll             | 0                    |                         | 0     | 0                                     |
| Total            | 0                    |                         |       | 0 1                                   |

Nature of Resolution: Special Resolution

To re-appoint Mr. V.K.Srivastava (DIN 00611678) as Independent Director for a second term of 5 (five) consecutive years, with effect from 1st April, 2019.

## Voted in favour of the resolution:

| (i) Voted in f | avour of the resolution: | _  | y har of Votes    | % of total number   |
|----------------|--------------------------|----|-------------------|---------------------|
|                | Number members voted     | of | cast (Shares)     | of valid votes east |
| E-Voting       | 27                       |    | 2385380<br>319800 | 11.82               |
| Poll           | 6 33                     | _  | 2705180           | 100.00              |
| Total          | 33                       |    |                   |                     |

## Voted against the resolution:

| (ii) Voted agains   | Number members voted | Number of cast (Shares) | Votes | % of total number of valid votes cast |
|---------------------|----------------------|-------------------------|-------|---------------------------------------|
| E-Voting Poll Total | 0 0                  |                         | 0     | 0                                     |

| 1000              |    | 2705180 | 100.00 |
|-------------------|----|---------|--------|
| Total valid votes | 33 | 2703180 |        |
| (i) + (ii)        |    |         |        |

### Invalid Votes:

| (iii) Invalid Vo | tes:                    |    |                         | Matas | % of total number                     |
|------------------|-------------------------|----|-------------------------|-------|---------------------------------------|
|                  | Number<br>members voted | of | Number of cast (Shares) | votes | % of total number of valid votes cast |
|                  | members voted           |    |                         | 0     | 0                                     |
| E-Voting         | 0                       |    |                         | 0     | 0                                     |
| Poll             | 0                       |    |                         | 0     | 0                                     |
| Total            | 0                       |    |                         | -     |                                       |

Nature of Resolution: Special Resolution

To re-appoint Mr. A.Satyaseelan (DIN 05158896) as Independent Director for a second term of 5 (five) consecutive years, with effect from 1st April, 2019.

# Voted in favour of the resolution:

| (-)                 | members voted | cast (Shares)     | % of total number of valid votes cast 88.18 |
|---------------------|---------------|-------------------|---|
| E-Voting Poll Total | 6 33          | 319800<br>2705180 | 100.00                                      |

# Voted against the resolution:

|       | Number of members voted 0 | of Number of cast (Share | f Votes<br>s)<br>0<br>0 | % of total number of valid votes cast  0 0 0 |
|-------|---------------------------|--------------------------|-------------------------|--|
| Total | 0                         |                          |                         | 100.00                                       |

| Total             | 20 | 2705180 | 100.00 |
|-------------------|----|---------|--------|
| Total valid votes | 33 |         |        |
| (i) + (ii)        |    |         |        |

| (iii) Invalid Votes: | Number of members voted | Number of cast (Shares) | Votes<br>0 | % of total number of valid votes cast  0 |
|----------------------|-------------------------|-------------------------|------------|--|
| E-Voting Poll Total  | 0                       |                         | 0          | 0  |



Nature of Resolution: Special Resolution

To re-appoint Mr. M.P.Vijay kumar (DIN 05170323) as Independent Director for a second term of 5 (five) consecutive years, with effect from 1st April, 2019.

## Voted in favour of the resolution:

| (i) Voted in favo   | our of the resolution:          | Number of votes              | % of total number of valid votes cast |
|---------------------|---------------------------------|------------------------------|---------------------------------------|
| E-Voting Poll Total | Number of members voted 27 6 33 | 2385380<br>319800<br>2705180 | 88.18<br>11.82                        |

# Voted against the resolution:

| (ii) Voted agains   | Number members voted | of | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|----------------------|----|-------------------------------|---------------------------------------|
| E-Voting Poll Total | 0 0                  |    | 0                             | 100.00                                |

| Total                        |    | 2705180 | 100.00 |
|------------------------------|----|---------|--------|
| Total valid votes (i) + (ii) | 33 | 2703100 |        |

| (iii) Invalid Votes: | Number of members voted | of | Number of cast (Shares) | Votes 0 | % of total number of valid votes cast |
|----------------------|-------------------------|----|-------------------------|---------|---------------------------------------|
| E-Voting Poll Total  | 0                       |    |                         | 0       | 0                                     |

Nature of Resolution: Special Resolution

To re-appoint Dr. C.N.Ramchand(DIN 05166709) as Independent Director for a second term of 5 (five) consecutive years, with effect from 1st April, 2019.

#### Voted in favour of the resolution: (i)

| (i) Voted in i | avour of the resolution |    | at the of Votes | % of total number   |
|----------------|-------------------------|----|-----------------|---------------------|
|                | MATTER                  | of | cast (Shares)   | of valid votes cast |
|                | members voted           |    | 2385380         | 88.18               |
| E-Voting       | 27                      | _  | 319800          | 11.82               |
| Poll           | 6                       |    | 2705180         | 100.00              |
| Total          | 33                      |    |                 |                     |

#### Voted against the resolution: (ii)

| (ii) Voted aga | Number members voted | of | Number of cast (Shares) | Votes | % of total number of valid votes cast |
|----------------|----------------------|----|-------------------------|-------|---------------------------------------|
| E-Voting       | 0                    |    |                         | 0     | 0                                     |
| Poll           | 0                    |    |                         | 0     | 0                                     |
| Total          | 0                    |    |                         |       |                                       |

|                   |    |         | 100.00 |
|-------------------|----|---------|--------|
| Total valid votes | 33 | 2705180 | 100.00 |
| (i) + (ii)        |    |         |        |

#### Invalid Votes: (iii)

| (iii) Invalid V | Number of members voted | of | Number of cast (Shares) | Votes | % of total number of valid votes cast |
|-----------------|-------------------------|----|-------------------------|-------|---------------------------------------|
| E-Voting        | members voted           |    |                         | 0     | 0                                     |
| Poll            | 0                       |    |                         | 0     | 0                                     |
| Total           | 0                       | 0  |                         | 0     |                                       |

Thanking You,

Yours Faithfully

G.Porselvam

Practicing Company Secretary

ACS: 9322 CP No: 3187

Place: Chennai Date: 21.08.2018