# Voting Results

# POSTAL BALLOT & REMOTE E-VOTING [EVSN 180410003]

Category   Mode of voting   No. Of votes   Mode of voting   No. Of votes   Mode of votes   No.	0.001	99,999	220	32237130	57.979	32237350	55601694		Total	
Category   Mode of voting   No. Of votes	0.039		220	566590	2.370	566810		Total		
Category   Mode of Voting   No. Of votes   No. Of	0.000	100.000	0	471821	1.972	471821		Postal Ballot		
Category   Mode of voting   No. Of votes   No. Of			plicable]	[Not Ap			23931055	Poll		
Category   Mode of voting   No. Of votes   No. Of	0.232		220	94769		94989		E-voting	Public - Non-Institutions	
Category   Mode of voting   No. Of votes   No. Of		ā		i	ì	(A-0)		Total		
Category   Mode of voting   Mo. Of votes   Mo. Of		124	9.	Ţ	R	15-00		Postal Ballot	8	
Category   Mode of Young   No. Of Yotes   No. Of			plicable]	[Not Ap			N.	Poll		
Category   Mode of Young   No. Of Yotes   No. Of	t		2.40	ă.	88			E-voting	Public - Institutions	
Category   Mode of Young   No. Of Yotes   No. Of	0	100	0	31670540	100.000	31670540		Total		of the Companies Act, 2013
held Promoter and Promoter Poll Sroup Poll Group Poll Sroup Poll S	0	100.00	0	1726120	5.450	1726120		Postal Ballot		free reserves pursuant to Sec 180[1][c]
Category   Mode of voting   No. Of votes   No. Of			plicable]	[Not Ap			31670639	Poll	Group	over and above the paid up capital and
the [1] [2] [3]=[[2]/[1]]*100 [4] No. Of votes - in No. Of votes - wo of votes in No. Of votes - in No. Of votes - wo of votes in No. Of votes -	0	444	0	29944420		29944420		E-voting	Promoter and Promoter	Board of Directors to Rs.1500 crores
held polled outstanding shares wo. Of votes - in No. Of votes in favour on votes outstanding shares	[7]=[[5]/[2]]*100		[5]	[4]	[3]=[[2]/[1]]*100	[2]	[1]			To enhance the borrowing powers of the
held polled against favour against favour on votes		polled			outstanding shares					
mode of voting No. Of shares No. Of votes No. Of votes in No. Of votes - % of votes in	on votes polled		against							
	% of votes against			No. Of votes - in	% of votes polled	votes	No. Of Shares	Mode of Voting	Category	RESOLUTION NO. 1



0.001	99.999	220	32237130	57.979	32237350	55601694		Total	
0.039	99.961	220	566590	2.370	566810		Total		
0.000	100.000	0	471821	1.972	471821		Postal Ballot		
		[Not Applicable]	[Not Ap			23931055	Poll		
0.232	99.768	220	94769	0.397	94989		E-voting	Public - Non-Institutions	
	ű			•	į		Total		
y	ů.	•	3.0		•		Postal Ballot		
		Not Applicable]	[Not Ap				Poll		
•	10	3.48					E-voting	Public - Institutions	the Companies Act, 2013
0	100	0	31670540	100.000	31670540		Total		Company pursuant to Sec 180[1][a] of
0	100.00	0	1726120	5.450	1726120		Postal Ballot		up captial and free reserves of the
		[Not Applicable]	[Not Ap			31670639	Poll	Group	Rs.1500 crores over and above the paid
0	100.00	0	29944420	94.549	29944420		E-voting	Promoter and Promoter	for the borrowings upto an amount of
[7]=[[5]/[2]]*100	[6]=[[4]/[2]]*100	[5]	[4]	[3]=[[2]/[1]]*100	[2]	[1]			To enhance the providing of securities
	polled			outstanding shares					
on votes polled	on votes	against	favour		polled	neid			
% of votes against	% of votes in		No. Of votes - in	% of votes polled No. Of votes - in No. Of votes -	votes		Mode of Voting No. Of Shares	Category	Resolution No.2



	1.972 471:	94989 9471821 566810	23931055	Total		
[Not Applicable]	4	94989	23931055			
[Not Applicable]		94989	23931055	Postal Ballot		
[Not Applicable]		94989	10	Poll		
[Not Applicable]	[NG			E-voting	Public - Non-Institutions	
143   153   153   163   164   172	[No			Total		on borrowings
143   153   153   163   164   172	[No			Postal Ballot		the enhancement of the Board's powers
19   19   10   100.00   100.	10 to		î	Poll		guidelines / Circular to fall in line with
193   193   193   194   100.00   100.				E-voting	Public - Institutions	institutions in line with RBI's extant
[Not Applicable] 0 100.00 1726120 0 100.00	100.000 31670	31670540		Total		to repay the debts to banks / financial
[Not Applicable] [5] [6]=[[4]/[2]]*100	5.450 1726	1726120		Postal Ballot		debt into equity in the event of default
29944420 0 100.00	[No		31670639	Poll	Group	Companies Act, 2013 for conversion of
00T_[[7]/[4]]=[a] [c] [c]	94.549 29944	29944420		E-voting	Promoter and Promoter	resolution under Sec 62[3] of the
[4]	[3]=[[2]/[1]]*100 [4]	[2]	[1]			To convert debt into equity - enabling
	c					
res advour against favour on votes on votes polled	outstanding shares	policu	icia			
No. Of votes - in No. Of votes -	tes polled	votes	No. Of Shares	Mode of Voting No. Of Shares	Category	Resolution No.3



0.001	99,999	220	32237130	57.979	32237350	55601694		Total	
0.039	99.961	220	566590	2.370	566810		Total		
0.000	100.000	0	471821	1.972	471821		Postal Ballot		
		[Not Applicable]	[Not Ap			23931055	Poll		
0.232	99.768	220	94769	0.397	94989		E-voting	Public - Non-Institutions	
.0	8)	¥	Ŷ		ű		Total		
	200	22	ř	¥	ā		Postal Ballot		
		[Not Applicable]	[Not Ap			•	Poll		
2		3	Đ.	i.	¥		E-voting	Public - Institutions	
0	100	0	31670540	100.000	31670540		Total		Act, 2013
0	100.00	0	1726120	5.450	1726120		Postal Ballot		pursuant to Sec 42 of the Companies
		[Not Applicable]	[Not Ap			31670639	Poll	Group	crores during the financial year 2018-19
0	100.00	0	29944420	94.549	29944420		E-voting	Promoter and Promoter	placement basis to the extent of Rs. 200
[7]=[[5]/[2]]*100	[6]=[[4]/[2]]*100	[5]	[4]	[3]=[[2]/[1]]*100	[2]	[1]			To issue and allot NCDs on private
	polled			outstanding shares					
on votes polled	on votes	against	favour		polled	held			
% of votes against	% of votes in	00 11	votes polled No. Of votes - in No. Of votes -	% of votes polled	votes		Mode of Voting No. Of Shares	Category	Resolution No.4



# R.KANNAN M.Com., GDMM., ACMA. FCS

Practicing Company Secretary Trade Mark Agent Ex - Insolvency Professional

#### SRI SANKARA GURUKRIPA ILLAM

No. 6A, 10th Street. New Colony, Adambakkam, Chennal - 600 088

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#### SCRUTINIZER'S REPORT FOR POSTAL BALLOT UNDER E VOTING AND BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ["the Act"], read with Rule 22 of the Companies [Management & Administration] Rules, 2014 and other applicable provisions of the Act]

To

The Chairman

M/s. Sical Logistics Limited (CIN: L51909TN1955PLC002431)

South India House 73, Armenian Street Chennai :: 600 001

Dear Sir,

Sub: Passing of resolution through Postal Ballot via E-voting [EVSN 180410003 and Ballot of M/s. Sical Logistics Limited held between 14<sup>TH</sup> April 2018 and 14<sup>th</sup> May 2018

I, R. Kannan, M.Com., GDMM., ACMA., FCS, Practising Company Secretary having office at No.6A, 10<sup>th</sup> Street, New Colony, Adambakkam, Chennai – 600 088, Tamil Nadu, India was appointed as the Scrutinizer by the Board of Directors of M/s. Sical Logistics Limited for the Postal Ballot process under e-voting [EVSN 180410003] and ballot held from Saturday, the 14th April 2018 (9.00 a.m.) to Monday, the 14th May 2018, [6.00 p.m.] under the CDSL platform viz. www.evotingindia.com and the ballot.

#### Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made there under in relation to exercising of voting rights through electronic means and Ballot on the Resolution(s) as set out in the Postal Ballot notice dated 04<sup>th</sup> April, 2018.

#### Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot process under e-voting and ballot is restricted to make a Scrutinizer's report of the votes cast "in favour" of or "against" the resolution(s) set out in the Postal Ballot notice based on the reports generated from the e-voting system provided by the Central Depository Services [India] Limited (CDSL), the authorised agency engaged by the Company for providing e- voting facilities and also the ballot papers as received either in person or through post.

No ballot papers were found invalid.

In view of the above, I hereby submit my consolidated report on the results of the e-voting together with that of the ballot in respect of the said resolution(s) in the following paragraphs.

Practicing Company Secretary

No.6A, 10th Street, New Colony, Adambakkam, Chennai 600 088 E-mail: gkrkg@yahoo.in

#### **SPECIAL BUSINESS:**

#### ITEM NO.1

#### SPECIAL RESOLUTION

#### To enhance the limits on the borrowing powers of the Board of Directors

RESOLVED THAT in supersession of the Special Resolution passed by the shareholders through postal ballot on 22nd April, 2017, pursuant to Section 180[1][c] and any other applicable provisions of the Companies Act, 2013 and the rules made there under [including any statutory modification [s] or re-enactment thereof for the time being in force] and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors to borrow monies from time to time at their discretion together with the monies to be borrowed / already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business] either from the Company's bankers and / or any one or more persons or Financial Institutions whether by way of cash credit advances, loans or bills discounting, Issue of debentures, or otherwise and whether unsecured or secured by mortgage, charge, assets and properties whether movable or immovable or stock in trade including raw materials, stores, work-in-progress of the Company on such terms and conditions as may be considered suitable by the Board of Directors upto a limit of Rs.1500 crores [Rupees one thousand and five hundred crores only] in excess of the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF THROUGH EL AND BALLOT			NUMBER C	F VOTES CA	<b>NST</b>	PERCENTAGE TOTAL NUM VOTES CAS	MBER OF
	E-VOTING	BALLOT	TOTAL	E - VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	3	7	10	29944420	1726120	31670540	99.68	78.53
Public	22	12	34	94769	471821	566590	0.32	21.47
Total Voting	25	19	44	30039189	2197941	32237130		

#### VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF THROUGH EL AND BALLOT			NUMBER (	OF VOTES C	AST	PERCENTAC TOTAL NUM VOTES CAS	ABER OF
	E-VOTING	BALLOT	TOTAL	E- VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	2	0	2	220	0	220	0.0007	0
Total Voting	2	0	2	220	0	220		

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#### **INVALID VOTES**

PARTICULARS	NUMBER OF I VOTED THROU ELECTRONIC IN BALLOT	UGH	NUMBER OF Y	VOTES CAST	PERCENTAGE NUMBER OF	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

#### ITEM NO.2

#### SPECIAL RESOLUTION

To increase the power of the Board for creating charge / providing security over the assets of the company in line with the enhanced borrowing powers envisaged

RESOLVED THAT in supersession of the Special Resolution passed by the shareholders through postal ballot on 22<sup>nd</sup> April, 2017, pursuant to Section 180[1][a] and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification[s] or re-enactment thereof for the time being in force] and the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors for creation of such charge / security [including pari passu charge / security] over the assets of the Company in such manner and in such form and on such of the assets of the Company, both present and future, as may be agreed to by the Board of Directors of the Company for the purpose of securing the aforesaid borrowings upto Rs.1500 crores [Rupees one thousand and five hundred crores only] over and above the paid-up share capital and free reserves under Section 180[1][c] of the Companies Act, 2013.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF THROUGH EL AND BALLOT	ECTRONIC N	NAME OF TAXABLE PARTY.	NUMBER O	VOTES CA	ST	PERCENTAL TOTAL NUI VOTES CAS	MBER OF
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E- VOTING	BALLOT
Promoter and Promoter group	3	7	10	29944420	1726120	31670540	99.68	78.53
Public	22	12	34	94769	471821	566590	0.32	21.47
Total Voting	25	19	44	30039189	2197941	32237130		

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#### VOTES CAST AGAINST THE RESOLUTION

	MEMBERS V ECTRONIC M		NUMBER O	F VOTES C	AST	TOTAL NUM	ABER OF
E-VOTING	BALLOT	TOTAL	E- VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
0	0	0	0	0	0	0	0
2	0	2	220	0	220	0.0007	0
2	0	2	220	0	220	-	
	AND BALLOT E-VOTING  0  2	AND BALLOT  E -VOTING BALLOT  0 0  2 0	E-VOTING BALLOT TOTAL  0 0 0  2 0 2	AND BALLOT   E-VOTING   BALLOT   TOTAL   E-VOTING	AND BALLOT   E-VOTING   BALLOT   TOTAL   E- VOTING   DOLLOT   VOTING   DOLLOT   DO	AND BALLOT   TOTAL   E -   BALLOT   TOTAL	AND BALLOT   FOTAL NOTAL NOT

#### **INVALID VOTES**

PARTICULARS	NUMBER OF I VOTED THROU ELECTRONIC IN BALLOT	JGH	NUMBER OF 1	VOTES CAST	PERCENTAG NUMBER OF	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL.	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

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#### **ITEM NO.3**

#### SPECIAL RESOLUTION

To approve the conversion of the loans into equities in accordance with the terms and conditions of the financing documents of the banks / financial institutions and as per the requirement of the extant RBI Guidelines and Sec 62[3] of the Companies Act, 2013 in the case of default in repayment of the principal and interest [enabling resolution:

RESOLVED THAT in modification of earlier special resolution passed through Postal Ballot on 22<sup>nd</sup> April, 2017 and pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, and applicable provisions, if any, of the Companies Act, 1956, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution, to the extent permitted by law), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistances which have already been availed or which may be availed) by the Company under the lending arrangements (existing and future arrangements) with various Banks and Financial Institutions (hereinafter collectively referred to as the "Lenders"), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistances"), in Foreign Currency or Indian Rupees, which have already been availed from the Lenders or as may be availed from the Lenders, from time to time, not exceeding Rs.1500 Crores (Rupees one thousand and five hundred crores only] over and above the paid-up share capital and free reserves, in consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013, each such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the "Notice of Conversion") and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
- (iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company.

**Practicing Company Secretary** 

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Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.

- (iv) In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or such other person identified by the Lenders and for the said purpose the Company shall take all such steps as may be necessary to the satisfaction of the Lenders or such other person identified by the Lenders, to ensure that the equity shares are listed as required by the Lenders or such other person identified by the Lenders.
- (v) The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

RESOLVED FURTHER THAT on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall allot and issue requisite number of fully paid-up equity shares in the Company to such Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.

Practicing Company Secretary

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#### VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF THROUGH EL AND BALLOT	ECTRONIC I		NUMBER OF	VOTES CAS	ī	PERCENTAG TOTAL NUM VOTES CAST	IBER OF
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	3	7	10	29944420	1726120	31670540	99.687	0.0801
Public	19	12	31	1510	471821	473331	0.0050	0.21466
Total Voting	22	19	41	29945930	2197941	32143871		

#### VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF I THROUGH ELI AND BALLOT			NUMBER (	OF VOTES C	AST	TOTAL NUM	BER OF
	E-VOTING	BALLOT	TOTAL	E – VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	8	0	8	93479	0	93479	0.311	0
Total Voting	8	0	8	93479	0	93479		

#### **INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

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**Practicing Company Secretary** 

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#### **ITEM NO.4**

#### **SPECIAL RESOLUTION**

To issue Unsecured/Secured Non-convertible Bonds / Debentures through Private Placement as per the provisions of Companies Act, 2013 and Rules made thereunder to the extent of Rs.200 crores during the financial year 2018-19.

RESOLVED THAT pursuant to the provisions of section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Rules made there under (including any statutory modifications, clarifications, exemptions or re-enactment thereof, from time to time), and pursuant to the provisions of SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended up to date and other applicable SEBI regulations and guidelines, the provisions of Memorandum and Articles of Association of the Company and subject to such applicable laws, rules and regulations and guidelines, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall deemed to include any Committee thereof which the Board may have constituted / reconstituted or hereinafter constitute/ reconstitute to exercise its powers including the powers conferred by this Resolution) to offer, issue and allot, in one or more tranches Secured / Unsecured / Redeemable Nonconvertible Debentures (NCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the financial year 2018-19, for an amount not exceeding Rs.200 Crores (Rupees Two hundred crores only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

**RESOLVED FURTHER THAT** in connection with the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

#### VOTES CAST IN FAVOUR OF THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E-VOTING	BALLOT	TOTAL	E- VOTING	BALLOT
Promoter and Promoter group	3	7	10	29944420	1726120	31670540	99.68	78.53
Public	22	12	34	94769	471821	566590	0.315	21.46
Total Voting	25	19	44	30039189	2197941	32237130		

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#### VOTES CAST AGAINST THE RESOLUTION

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT			NUMBER OF VOTES CAST			PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	TOTAL	E- VOTING	BALLOT	TOTAL	E-VOTING	BALLOT
Promoter and Promoter group	0	0	0	0	0	0	0	0
Public	2	0	2	220	0	220	0.0007	0
Total Voting	2	0	2	220	0	220		

#### **INVALID VOTES**

PARTICULARS	NUMBER OF MEMBERS VOTED THROUGH ELECTRONIC MEANS AND BALLOT		NUMBER OF VOTES CAST		PERCENTAGE OF TOTAL NUMBER OF VOTES CAST	
	E-VOTING	BALLOT	E-VOTING	BALLOT	E-VOTING	BALLOT
Promoter and Promoter group	NIL	NIL	NIL	NIL	NIL	NIL
Public	NIL	NIL	NIL	NIL	NIL	NIL
Total Voting	NIL	NIL	NIL	NIL	NIL	NIL

Date: 16-05-2018 Place: Chennai

R. Kannan

**Practicing Company Secretary** 

CP.No. 3363