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THE TRAVANCORE CEMENTS LIMITED

(A GOVT. OF KERALA UNDERTAKING)

NATTAKOM, KOTTAYAM-686 013, KERALA

CIN : U26941KL1946SGC001213.

CONSOLIDATE REPORT OF E-VOTING AND POLLING IN THE 70TH AGM OF THE TRAVANCORE CEMENTS LIMITED

The 70th AGM of the company was held on Wednesday, 20th September 2017 as per the provisions of the Companies Act 2013. The Chairman of the meeting had called the members who had present at the AGM but have not cast their votes by remote e-voting facility had casting their votes by polling and passing the Item number 1 & 2 as mentioned in the notice.

The Company was providing remote e-voting facility to members to cast their votes electronically on the resolution set forth in the notice convening the 70th Annual General Meeting (AGM) held on 20th September 2017 at 11.00 AM. The remote e-voting period commences on Sunday, 17th September 2017 at 9.00 am and ends on Tuesday, 19th September 2017 at 5.00 pm. The company has engaged the services of National Securities Depository Limited (NSDL) to provide the remote e-voting facility.

Mr. Krishna Prasad R. S., Practicing Company Secretary (Membership No.7080) has been appointed as the Scrutinizer for the above purposes and submitted his report which states that only 0.0004% of total members were cast their vote through electronic means.

The results of E-voting together with poling are as shown below:-

Item No.1 –As an Ordinary Resolution

To receive, consider and adopt the Directors' Report and the Audited Statements of Accounts for the year ended 31st March 2017 with the reports of the Auditors and Accountant General (Audit), thereon.

Item No. of Notice	Particulars Voting	Votes in favour of resolution		Votes against the resolution		Invalid Votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No. 1 as Ordinary Resolution	By E- Voting	11	0.0004	0	0.00	0	0.00
	By Polling	10	91.0214	0	0.00	0	0.00
	Total	21	91.0218	0	0.00	0	0.00



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RESOLUTION:

The Chairman informed that, the Annual Accounts of the Company for the year ended 31st March 2017 is under finalization. The Comptroller and Auditor General of India have appointed M/s. RANGAMANI & CO., Chartered Accountants, Alappuzha as Statutory Auditors of the Company. After finalization, the accounts will have to be audited by the Statutory Auditors. After the Statutory Audit, comments of the C&AG and comments of the Principal Secretary (Finance), Government of Kerala, are to be obtained and placed with accounts for adoption at the AGM. The accounts are, therefore, not circulated along with the Notice of the AGM. After discussion it was unanimously decided that this subject be deferred

Item No.2- As Special Resolution

To consider and if thought fit to pass with or without modification(s), as a Special Resolution.

"RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities/Public Sector Undertakings/ and/or State Government and/or Central Government and/or through suppliers credit, any other securities or instruments, such as fixed rate notes, syndicated loans, bank guarantee, debentures, commercial papers, floating rate notes, short term loan or any other instruments etc and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.100 crores (Rupees one hundred crores) notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the company and its free reserves.

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FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. of Notice	Particulars Voting	Votes in favour of resolution		Votes against the resolution		Invalid Votes	
		Nos.	%age	Nos.	%age	Nos.	%age
Item No. 2 as Special Resolution	By E- Voting	10	0.00036	0	0.00	0	0.00
	By Polling	10	91.0214	0	0.00	0	0.00
	Total	20	91.02176	0	0.00	0	0.00

From the above report state that the entire resolutions stated above stand passed under the combined report of remote e-voting & polling.

Sd/-

V.B. RAMACHANDRAN NAIR,
CHAIRMAN & MANAGING DIRECTOR,
THE TRAVANCORE CEMENTS LIMITED,
CHAIRMAN OF THE AGM

22/09/2017

