

Declaration in accordance with Regulation 44 of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 for the business transacted by the Company through Evoting

Date of the AGM	02 September 2016
Total Number of shareholders on record date - As on 26 August 2016	6088
No. of Shareholders present in the meeting either in person or through proxy:	50
Promoters and Promoter Group:	3
Public:	47
No. of Shareholders attended the meeting through Video Conferencing	-
Promoters and Promoter Group:	-
Public:	-

Agenda wise disclosure

Item no.1: Approval of Financial Statements for the year ended 31st March, 2016, the report of the board of directors and the report of the auditors thereon.

Resolution required (Ordinary/Special)									
Whether Promoter/Promoter Group interested in the agenda/resolution									
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100	No. of Votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes against on votes polled (7)=[(5)/(2)]* 100	Ordinary
Promoter and Promoter Group	E-Voting	7332137	7325825	99.91	7325825	-	100.00	-	No
	Poll at AGM	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
Public Institutions	Sub - Total	7332137	7325825	99.91	7325825	-	100.00	-	-
	E-Voting	1699	-	-	-	-	-	-	-
	Poll at AGM	-	-	-	-	-	-	-	-
Public Non Institutions	Postal Ballot	-	-	-	-	-	-	-	-
	Sub - Total	1699	-	-	-	-	-	-	-
	E-Voting	4666164	8074	0.17	-	-	-	-	-
	Poll at AGM	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
	Sub - Total	4666164	8074	0.17	-	-	-	-	-
Grand Total		12000000	7333899	61.12	8074	7333899	100.00	100.00	

Note: Postal Ballot - Not Applicable

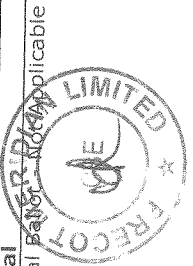


Item no.2 Reappointment of Mr. Ashwin Chandran (DIN:00001884) , who retires by rotation, as a director.

Resolution required (Ordinary/Special)									
Whether Promoter/Promoter Group interested in the agenda/resolution									
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100	No. of Votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes in against on votes polled (7)=[(5)/(2)]* 100	Ordinary Mr Ashwin Chandran, Promoter is interested.
Promoter and Promoter Group	E-Voting	7332137	7325825	99.91	7325825	-	100.00	-	-
	Poll at AGM	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
Public Institutions	Sub -Total	7332137	7325825	99.91	7325825	-	100.00	-	-
	E-Voting	1699	-	-	-	-	-	-	-
	Poll at AGM	-	-	-	-	-	-	-	-
Public Non Institutions	Postal Ballot	-	-	-	-	-	-	-	-
	Sub -Total	1699	-	-	-	-	-	-	-
	E-Voting	-	-	-	-	-	-	-	-
Public Non Institutions	Poll at AGM	4666164	8074	0.17	8074	-	100.00	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
	Sub -Total	4666164	8074	0.17	8074	-	100.00	-	-
Grand Total		12000000	7333899	61.12	7333899	-	100.00	-	-
Note: Postal Ballot - Not Applicable									

Item no.3 Ratification of appointment of statutory auditors

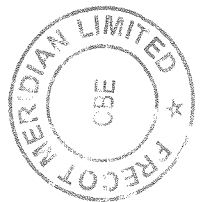
Resolution required (Ordinary/Special)									
Whether Promoter/Promoter Group interested in the agenda/resolution									
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100	No. of Votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes in against on votes polled (7)=[(5)/(2)]* 100	Ordinary No
Promoter and Promoter Group	E-Voting	7332137	7325825	99.91	7325825	-	100.00	-	-
	Poll at AGM	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
Public Institutions	Sub -Total	7332137	7325825	99.91	7325825	-	100.00	-	-
	E-Voting	1699	-	-	-	-	-	-	-
	Poll at AGM	-	-	-	-	-	-	-	-
Public Non Institutions	Postal Ballot	-	-	-	-	-	-	-	-
	Sub -Total	1699	-	-	-	-	-	-	-
	E-Voting	-	-	-	-	-	-	-	-
Public Non Institutions	Poll at AGM	4666164	8074	0.17	8074	-	100.00	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
	Sub -Total	4666164	8074	0.17	8074	-	100.00	-	-
Grand Total		12000000	7333899	61.12	7333899	-	100.00	-	-
Note: Postal Ballot - Not Applicable									



Item no. 4 Ratification of remuneration payable to Cost Auditor Mr.R.Krishnan for the financial year 2016-17.

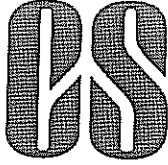
Resolution required (Ordinary/Special)									
Whether Promoter/Promoter Group interested in the agenda/resolution									
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100	No. of Votes - in Favour (4)	No. of Votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]* 100	% of votes in against on votes polled (7)=[(5)/(2)]* 100	Ordinary
Promoter and Promoter Group	E-Voting	7332137	7325825	99.91	7325825	-	100.00	-	No
	Poll at AGM	-	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
Public Institutions	Sub -Total	7332137	7325825	99.91	7325825	-	100.00	-	-
	E-Voting	1699	-	-	-	-	-	-	-
	Poll at AGM	-	-	-	-	-	-	-	-
Public Non Institutions	Postal Ballot	-	-	-	-	-	-	-	-
	Sub -Total	1699	-	-	-	-	-	-	-
	E-Voting	-	-	-	-	-	-	-	-
Public Non Institutions	Poll at AGM	4666164	8074	0.17	8074	-	100.00	-	-
	Postal Ballot	-	-	-	-	-	-	-	-
	Sub -Total	4666164	8074	0.17	8074	-	100.00	-	-
Grand Total		12000000	7333899	61.12	7333899	-	100.00	-	-

Note: Postal Ballot - Not Applicable



For PRECOT MERIDIAN LIMITED

R. Nithya Prabhu
R. NITHYA PRABHU
Company Secretary



Gouri Shanker Mishra

B.Com, MBA, FCS, LLB

Practicing Company Secretary

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CONSOLIDATED SCRUTINISER'S REPORT

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman,

The Chairman of 54th Annual General Meeting of Equity Shareholders of Precot Meridian Limited held on Friday, 2nd September 2016 at 4.30 P.M. at Chamber Hall, Chamber Towers, 8/732, Avinashi Road, Coimbatore – 641018.

Sub: Consolidated Scrutinizer's Report on remote e-voting and physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amended Rules, 2015 and voting at the 54th Annual General Meeting of Precot Meridian Limited held on Friday, 2nd September 2016 at 4.30 P.M. at Chamber Hall, Chamber Towers, 8/732, Avinashi Road, Coimbatore – 641018.

Dear Sir,

I, Mr. Gouri Shankar Mishra, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of Precot Meridian Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 54th Annual General Meeting of the Company held on Friday, 2nd September 2016 at 4.30 P.M.

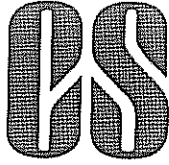
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting [i.e. by remote e-voting and voting by poll by means of the ballot papers at the AGM] for the resolutions contained in the Notice. My responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizers report of the votes cast "in favour".

The Notice dated 28th May 2016 along with Explanatory Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the 54th Annual General Meeting of the Company.



Mumbai: Pecan, 9th Floor, Param House, Shanti Nagar,
Santacruz East, Mumbai – 400055; T: +91 22 26655691

Chennai: Second Floor, #76, P.S. Sivasamy Salai,
Mylapore, Chennai – 600 004; T: +91 44 24992001



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Practicing Company Secretary

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The Company had availed the remote e-voting facility provided by the Central Depository Services (India) Limited (CDSL), the agency authorized under the rules and engaged by the Company to provide e-voting facilities for voting through electronic means.

The Company had also provided voting facility to the shareholders present at the 54th Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders holding equity shares as on the "Cut-off" date i.e. 26th August 2016 were entitled to vote for the resolutions proposed in the Notice of the 54th Annual General Meeting of the Company.

The Ballot Box which was kept for the purpose of voting through ballots was locked by me and was opened on the conclusion of the meeting and all the ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and Link Intime India Private Limited, the Registrar and Transfer Agents (R&TA) of the Company by support of staff.

The voting period for remote e-voting commenced on Tuesday, 30th August 2016 at 10.00 A.M. and ended on Thursday, 1st September 2016 at 5.00 P.M. and the CDSL e-voting platform was blocked thereafter in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the 54th Annual General Meeting the votes cast thereunder were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system.

As per the requirement of the Management, I am submitting herewith a consolidated report of the remote e-voting together with that of the voting through ballot process at the venue of the meeting as given in Annexure 1.

The electronic data and all other relevant records relating to the remote e-voting and ballot are under my safe custody and will be handed over to the Company Secretary for preserving safety after the Chairman considers, approves and signs the minutes of the 54th Annual General Meeting.

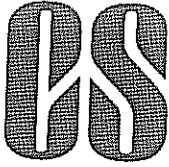
Date: 3rd September 2016
Place: Mumbai

Gouri Shankar Mishra
(Practicing Company Secretary)
FCS 6906



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ANNEXURE 1

CONSOLIDATED REPORT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF VOTING THROUGH BALLOT PROCESS AT THE VENUE OF THE MEETING

1. Approval of financial statements for the year ended 31st March, 2016, the report of the board of directors and the report of the auditors thereon

Type of Business : Ordinary Business

Nature of Resolution: Ordinary Resolution

Voting Requirement : Simple Majority

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	7325825
Total Number of Ballot Papers Received (Physical Voting)	30	8824
Invalid Votes:		
E-Voting	NIL	NIL
Physical Voting	2	750
Out of the Above:		
No. of valid cast in favour of the Resolution (E-Voting)	14	7325825
No. of valid cast in favour of the Resolution (Physical Voting)	28	8074
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	NIL	NIL
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100.00%	

2. Reappointment of Mr. Ashwin Chandran (DIN: 00001884), who retires by rotation, as a director.

Type of Business : Ordinary Business

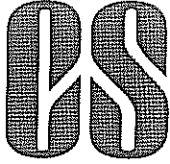
Nature of Resolution: Ordinary Resolution

Voting Requirement : Simple Majority



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Particulars	No. of Members	Representative No. of Shares
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Physical Voting	2	750
Out of the Above:		
No. of valid cast in favour of the Resolution (E-Voting)	14	7325825
No. of valid cast in favour of the Resolution (Physical Voting)	28	8074
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	NIL	NIL
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100.00%	

3. Ratification of Appointment of Statutory Auditors.

Type of Business : Ordinary Business

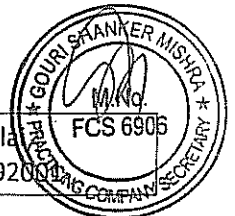
Nature of Resolution: Ordinary Resolution

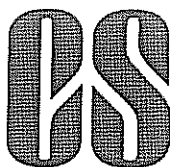
Voting Requirement : Simple Majority

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	14	7325825
Total Number of Ballot Papers Received (Physical Voting)	30	8824
Invalid Votes:		
E-Voting	NIL	NIL
Physical Voting	2	750
Out of the Above:		
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No. of valid cast in favour of the Resolution (Physical Voting)	28	8074
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	NIL	NIL
Percentage to the total valid vote received in favour of the resolution	100.00%	

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(Both under E-voting & Physical Voting)

4. Ratification of Remuneration payable to Cost Auditor, Mr. R Krishnan for the financial year 2016-17

Type of Business : Special Business

Nature of Resolution: Ordinary Resolution

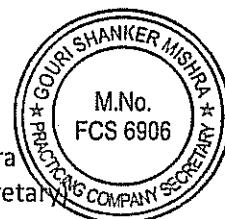
Voting Requirement : Simple Majority

Particulars	No. of Members	Representative Number of Shares
Total number of E-Voting option received (E-Voting)	14	7325825
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Out of the Above:		
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No. of valid cast in favour of the Resolution (Physical Voting)	28	8074
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	NIL	NIL
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100.00%	

Date : 3rd September 2016

Place: Mumbai

Gouri Shankar Mishra
(Practicing Company Secretary)
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