

DECLARATION OF RESULTS OF POSTAL BALLOT

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), following resolutions were proposed to be passed as special /ordinary resolution(s), as the case may be, by the shareholders of Chettinad Cement Corporation Limited (the “**Company**”) by way of postal ballot or electronic voting, in accordance with notice dated February 24, 2016 issued by the Company (please refer to said notice for further details):

1. Adoption of new set of Articles of Association of the Company;
2. Amendment of the Memorandum of Association of the Company in connection with consolidation of share capital of the Company;
3. Consolidation of Share Capital of the Company

Mr. I.B. Harikrishna, Practicing Company Secretary, was appointed as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner. The Scrutinizer has submitted his report on the results of the postal ballot to the Chairman of the Company.

On the basis of report received from the Scrutinizer, the results of the postal ballot are hereby declared as under:

1. CONSOLIDATED RESULTS OF VOTING THRO POSTAL BALLOT AND EVOTING

- A. Number of members voted through electronic voting system and through postal ballot form
- B. Number of Votes cast (Shares)
- C. % of total number of valid votes cast

| Resolution No | Voted in favour of the resolution | | | Voted against the resolution | | | Invalid votes** | |
|---------------|-----------------------------------|-------------|---------------|------------------------------|-------|--------------|-----------------|-------|
| | A | B | C | A | B | C | A | B |
| 1 | 87 | 2,66,03,655 | 99.99% | 27 | 1,959 | 0.01% | 18 | 2,665 |
| 2 | 71 | 266,02,259 | 99.99% | 41 | 3,308 | 0.01% | 20 | 2,712 |
| 3 | 69 | 266,02,241 | 99.99% | 44 | 3,371 | 0.01% | 19 | 2,667 |

** Reasons for treating as Invalid Votes - Not Voted, Voted in places both for and against, not signing of the ballot paper, signature mismatch



2. BREAKUP OF RESULTS OF VOTING THRO POSTAL BALLOT AND EVOTING RESPECTIVELY

Item No. 1: Adoption of new set of Articles of Association of the Company

| | Remote E-Voting | | Voting by Postal Ballot | | Total | |
|---------|-------------------|----------------------|-------------------------|----------------------|----------------------------|---------------------------------------|
| | Number of members | Number of votes cast | Number of members | Number of votes cast | Number of Valid votes cast | % of total number of valid votes cast |
| Assent | 5 | 136 | 82 | 26,603,519 | 87 | 99.99 |
| Dissent | 3 | 74 | 24 | 1,885 | 27 | 0.01 |
| Invalid | Nil | Nil | 18 | 2,665 | NA | NA |
| Total | 8 | 210 | 124 | 26,608,069 | 114 | 100 |

Result: The above resolution was passed with requisite majority as a Special Resolution.

| | Remote E-Voting | | Voting by Postal Ballot | | Total | |
|---------|-------------------|----------------------|-------------------------|----------------------|----------------------------|---------------------------------------|
| | Number of members | Number of votes cast | Number of members | Number of votes cast | Number of Valid votes cast | % of total number of valid votes cast |
| Assent | 3 | 26 | 68 | 26,602,233 | 71 | 99.99 |
| Dissent | 5 | 184 | 36 | 3,124 | 41 | 0.01 |
| Invalid | Nil | Nil | 20 | 2,712 | NA | NA |
| Total | 8 | 210 | 124 | 26,608,069 | 112 | 100 |

Result: The above resolution was passed with requisite majority as an Ordinary Resolution.

Item No. 3: Consolidation of Share Capital of the Company

| | Remote E-Voting | | Voting by Postal Ballot | | Total | |
|---------|-------------------|----------------------|-------------------------|----------------------|----------------------------|---------------------------------------|
| | Number of members | Number of votes cast | Number of members | Number of votes cast | Number of Valid votes cast | % of total number of valid votes cast |
| Assent | 2 | 18 | 67 | 26,602,223 | 69 | 99.99 |
| Dissent | 6 | 192 | 38 | 3,179 | 44 | 0.01 |
| Invalid | Nil | Nil | 19 | 2,667 | NA | NA |
| Total | 8 | 210 | 124 | 26,608,069 | 113 | 100 |

Result: The above resolution was passed with requisite majority as a Special Resolution.

For Chettinad Cement Corporation Limited

Chairman

Date: 29.3.2016

Place: Chennai