



The Chemical Company

Date of the AGM:	27 th August, 2014
Total number of shareholders on record date:	39172
No. of Shareholders present in the meeting either in person or through proxy:	Shareholders present: 248 Proxy: 6
Promoters and Promoter Groups:	Promoters' Representative: 3
Public:	Total: 257
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	N.A.
Public:	

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Agenda-wise

In case of poll/Postal ballot/E-Voting:

The mode of voting for all the resolutions was:

1. E-voting conducted from 21st August, 2014 to 23rd August, 2014, and
2. Poll conducted at the meeting.

Given below is the resolution wise combined result of e-voting and Poll.

Resolution 1: Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the year ended 31st March, 2014 (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1005711	33.44	1005711	0	100.00	0.00
Public-Others	8535049	13064	0.15	13011	53	99.59	0.40
Total	43285640	32761995	75.68	32761942	53	99.99	0.00

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Resolution 2: Declaration of dividend for financial year 2013-2014 (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1456716	0	100.00	0.00
Public-Others	8535049	9864	0.11	9812	52	99.47	0.52
Total	43285640	33209800	76.72	33209748	52	99.99	0.00

Resolution 3: Re-appointment of Dr. Rainer Diercks (DIN: 01725080) as Director, who retires by rotation (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1323924	132792	90.88	9.11
Public-Others	8535049	9864	0.11	9582	282	97.14	2.85
Total	43285640	33209800	76.72	33076726	133074	99.59	0.40

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Resolution 4: Re-appointment of Mr. Andrew Postlethwaite (DIN: 03532678) as Director, who retires by rotation (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of votes on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1323924	132792	90.88	9.11
Public-Others	8535049	9554	0.11	9272	282	97.04	2.95
Total	43285640	33209490	76.72	33076416	133074	99.59	0.40

Resolution 5: Re-appointment of M/s. B S R & Co. LLP, as Statutory Auditors of the Company for a period of 3 years (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of votes on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1456716	0	100.00	0.00
Public-Others	8535049	9804	0.11	9700	104	98.93	1.06
Total	43285640	33209740	76.72	33209636	104	99.99	0.00

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Resolution 6: Appointment of Mr. Gops Pillay (DIN: 06599533) as a Director (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of votes on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1350467	106249	92.70	7.29
Public-Others	8535049	9554	0.11	9253	301	96.84	3.15
Total	43285640	33209490	76.72	33102940	106550	99.67	0.32

Resolution 7: Appointment of Dr. Raman Ramachandran (DIN: 00200297) as the Managing Director and fixation of remuneration (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of votes on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1456716	0	100.00	0.00
Public-Others	8535049	9864	0.11	9773	91	99.07	0.92
Total	43285640	33209800	76.72	33209709	91	99.99	0.00

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Resolution 8: Revision in the maximum limits of perquisites payable to the Managing Director (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1456716	0	100.00	0.00
Public-Others	8535049	9554	0.11	9197	357	96.26	3.73
Total	43285640	33209490	76.72	33209133	357	99.99	0.00

Resolution 9: Extension in tenure of appointment of Mr. S.Regunathan (DIN: 01437534) as Wholetime Director (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1456716	0	100.00	0.00
Public-Others	8535049	9864	0.11	9494	370	96.24	3.75
Total	43285640	33209800	76.72	33209430	370	99.99	0.00

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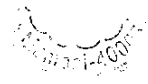


Resolution 10: Appointment of Mr. Rajesh Naik (DIN: 06935998) as Wholetime Director and fixation of remuneration (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1456716	0	100.00	0.00
Public-Others	8535049	9554	0.11	9194	360	96.23	3.76
Total	43285640	33209490	76.72	33209130	360	99.99	0.00

Resolution 11: Appointment of Mr. R. A. Shah (DIN: 00009851) as Independent Director (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1001682	455034	68.76	31.23
Public-Others	8535049	9554	0.11	8665	889	90.69	9.30
Total	43285640	33209490	76.72	32753567	455923	98.62	1.37



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Resolution 12: Appointment of Mr. R. R. Nair (DIN: 00202551) as Independent Director (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1001682	455034	68.76	31.23
Public-Others	8535049	9864	0.11	9576	288	97.08	2.91
Total	43285640	33209800	76.72	32754478	455322	98.62	1.37

Resolution 13: Appointment of Mr. Pradip P. Shah (DIN: 00066242) as Independent Director (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1001682	455034	68.76	31.23
Public-Others	8535049	9864	0.11	9425	439	95.54	4.45
Total	43285640	33209800	76.72	32754327	455473	98.62	1.37

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Resolution 14: Appointment of Mr.Arun Bewoor (DIN: 00024276) as Independent Director (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1456716	0	100.00	0.00
Public-Others	8535049	9864	0.11	9577	287	97.09	2.90
Total	43285640	33209800	76.72	33209513	287	99.99	0.00

Resolution 15: Payment of commission to the Independent Directors (Special Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1456716	48.43	1456716	0	100.00	0.00
Public-Others	8535049	9864	0.11	9417	447	95.46	4.53
Total	43285640	33209800	76.72	33209353	447	99.99	0.00

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Resolution 16: Ratification of remuneration payable to Cost Auditor, M/s. R. Nanabhoy & Co., Cost Accountants, for the financial year ending 31st March, 2015 (Ordinary Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of favour polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public - Institutional holders	3007371	1454762	48.37	1454762	0	100.00	0.00
Public-Others	8535049	9864	0.11	9800	64	99.35	0.64
Total	43285640	33207846	76.71	33207782	64	99.99	0.00

Resolution 17: Increasing the borrowing powers as per provisions of Section 180(1)(c) of the Companies Act, 2013 (Special Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of favour polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public - Institutional holders	3007371	1454762	48.37	1454762	0	100.00	0.00
Public-Others	8535049	9864	0.11	9786	78	99.20	0.79
Total	43285640	33207846	76.71	33207768	78	99.99	0.00

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Resolution 18: Creation of charge over movable/immovable assets as per the provisions of Section 180(1)(a) of the Companies Act, 2013 (Special Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1454762	48.37	1454762	0	100.00	0.00
Public-Others	8535049	9864	0.11	9786	78	99.20	0.79
Total	43285640	33207846	76.71	33207768	78	99.99	0.00

Resolution 19: Payment of minimum remuneration to Managing Director and Wholetime Directors, in case of inadequacy of profits (Special Resolution).

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	31743220	31743220	100.00	31743220	0	100.00	0.00
Public – Institutional holders	3007371	1454762	48.37	1330763	123999	91.47	8.52
Public-Others	8535049	9854	0.11	9378	476	95.16	4.83
Total	43285640	33207836	76.71	33083361	124475	99.62	0.37



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**COMBINED SCRUTINIZER'S REPORT
ON E-VOTING & POLL**

70TH ANNUAL GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF
BASF INDIA LIMITED (CIN: L33112MH1943FLC003972) HELD ON
WEDNESDAY, 27TH AUGUST, 2014 AT 3:00 P.M. AT "YASHWANTRAO
CHAVAN PRATISHTHAN AUDITORIUM", Y. B. CHAVAN CENTRE,
GENERAL JAGANNATH BHOSALE MARG, NARIMAN POINT, MUMBAI
400021

TAIZOON M. KHUMRI
Practising Company Secretary
12/13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak Marg, Fort,
Mumbai 400 001.
Tel No 022-2207 1721 Fax : 022- 2207 2666
Email : taizoonkhumri@gmail.com
sWebsite: www.tmkhumri.com

TAIZOON M. KHUMRI
T.M. KHUMRI & CO.
Company Secretaries
12-13, Esplanade, 3rd Floor,
3, Amrit Keshav Nayak Marg, Fort,
Mumbai 400 001.
Tel. No. 2207 1721 / 2207 6640 Fax : 2207 2666
Email: taizoonkhumri@gmail.com

COMBINED SCRUTINIZER'S REPORT ON E-VOTING & POLL

To,

The Chairman
70th Annual General Meeting of BASF India Limited,
VIBGYOR Towers, 1st Floor,
Plot No. C-62, 'G' Block,
Bandra Kuria Complex,
Mumbai 400 051.

Sub: Passing of Resolution through E-voting and Poll conducted at the 70th Annual General Meeting of BASF India Limited (the Company) held on Wednesday, 27th August, 2014 at 3:00 p.m. at "Yashwantrao Chavan Pratishthan Auditorium", Y. B. Chavan Centre, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021.

Dear Sir,

The Board of Directors of the Company at its meeting held on 19th June, 2014 had appointed me as Scrutinizer for the e-voting held between Thursday, 21st August, 2014 (9.00 a.m. IST) to Saturday, 23rd August, 2014 (5.00 p.m. IST) and the Chairman of the 70th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held at the 70th AGM of the Company on 27th August, 2014.

The Company has engaged the services of National Securities Depository Limited (NSDL), for extending the facility of e- voting to the Members of the Company from Thursday, 21st August, 2014 (9.00 a.m. IST) till Saturday, 23rd August, 2014 (5.00 p.m. IST). The e-voting results were unblocked by me on Saturday, 23rd August, 2014, at 5.15 P.M. in the presence of two witnesses. For further details kindly refer my Scrutinizer's Report dated 25th August, 2014 attached herewith.

At the 70th AGM of the Company held on 27th August, 2014, the Chairman of the Company had, as statutorily required, called for a Poll to facilitate the Members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the

same. For further details kindly refer to my Scrutinizers Report in form MGT 13 dated 27th August, 2014 attached herewith.

The result of the E-voting together with that of the Poll is as under:

(A) As an Ordinary Resolution - Item No. 1.

Adoption of Audited Financial Statements, Directors' Report & Auditors' Report for the year ended 31st March, 2014:

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	58	3,27,19,132	100	57	42,810	99.88	115	3,27,61,942	100
Votes in against of the Resolution	0	0	0	3	53	0.12	3	53	0
Invalid votes	0	0	0	8	176	0	8	176	0

(B) As an Ordinary Resolution - Item No. 2.

Declaration of dividend for financial year 2013-2014.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	61	3,31,70,137	100	57	39,611	99.87	118	3,32,09,748	100
Votes in against of the Resolution	0	0	0	2	52	0.13	2	52	0
Invalid votes	0	0	0	8	176	0	8	176	0

(C) As an Ordinary Resolution - Item No. 3.

Re-appointment of Dr. Rainer Diercks (DIN: 01725080) as Director, who retires by rotation.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	45	3,30,37,116	99.60	56	39,610	99.87	101	3,30,76,726	99.60
Votes in against of the Resolution	16	1,33,021	0.40	3	53	0.13	19	1,33,074	0.40
Invalid votes	0	0	0	8	176	0	8	176	0



(D) As an Ordinary Resolution - Item No. 4.

Re-appointment of Mr. Andrew Postlethwaite (DIN: 03532678) as Director, who retires by rotation.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	44	3,30,36,806	99.60	56	39,610	99.87	100	3,30,76,416	99.60
Votes in against of the Resolution	16	1,33,021	00.40	3	53	0.13	19	1,33,074	0.40
Invalid votes	0	0	0	8	176	0	8	176	0

(E) As an Ordinary Resolution - Item No. 5.

Re-appointment of M/s. B S R & Co. LLP, as Statutory Auditors of the Company for a period of 3 years.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	59	3,31,70,026	100	56	39,610	99.87	115	3,32,09,636	100
Votes in against of the Resolution	1	51	0	3	53	0.13	4	104	0
Invalid votes	0	0	0	8	176	0	8	176	0

(F) As an Ordinary Resolution - Item No. 6.

Appointment of Mr. Gops Pillay (DIN: 06599533) as a Director.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	48	3,30,63,330	99.68	56	39,610	99.87	104	3,31,02,940	99.68
Votes in against of the Resolution	12	1,06,497	00.32	3	53	0.13	15	1,06,550	0.32
Invalid votes	0	0	0	8	176	0	8	176	0

(G) As an Ordinary Resolution - Item No. 7.

Appointment of Dr. Raman Ramachandran (DIN: 00200297) as the Managing Director and fixation of remuneration.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	58	3,31,70,099	100	56	39,610	99.87	114	3,32,09,709	100
Votes in against of the Resolution	3	38	0	3	53	0.13	6	91	0
Invalid votes	0	0	0	8	176	0	8	176	0

(H) As an Ordinary Resolution - Item No. 8.

Revision in the maximum limits of perquisites payable to the Managing Director.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	53	3,31,69,548	100	55	39,585	99.80	108	3,32,09,133	100
Votes in against of the Resolution	7	279	0	4	78	0.20	11	357	0
Invalid votes	0	0	0	8	176	0	8	176	0

(I) As an Ordinary Resolution - Item No. 9.

Extension in tenure of appointment of Mr. S. Regunathan (DIN: 01437534) as Wholetime Director.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	56	3,31,69,820	100	56	39,610	99.87	112	3,32,09,430	100
Votes in against of the Resolution	5	317	0	3	53	0.13	8	370	0
Invalid votes	0	0	0	8	176	0	8	176	0

(J) As an Ordinary Resolution - Item No. 10.

Appointment of Mr. Rajesh Naik (DIN: 06935998) as Wholetime Director and fixation of remuneration.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	56	3,31,69,520	100	56	39,610	99.87	112	3,32,09,130	100
Votes in against of the Resolution	4	307	0	3	53	0.13	7	360	0
Invalid votes	0	0	0	8	176	0	8	176	0

(K) As an Ordinary Resolution - Item No. 11.

Appointment of Mr. R. A. Shah (DIN: 00009851) as Independent Director.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	49	3,27,13,981	98.63	56	39,586	99.81	105	3,27,53,567	98.63
Votes in against of the Resolution	11	4,55,846	01.37	3	77	0.19	14	4,55,923	1.37
Invalid votes	0	0	0	8	176	0	8	176	0

(L) As an Ordinary Resolution - Item No. 12.

Appointment of Mr. R. R. Nair (DIN: 00202551) as Independent Director.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	53	3,27,14,867	98.63	57	39,611	99.87	110	3,27,54,478	98.63
Votes in against of the Resolution	8	4,55,270	01.37	2	52	0.13	10	4,55,322	1.37
Invalid votes	0	0	0	8	176	0	8	176	0

(M) As an Ordinary Resolution - Item No. 13.

Appointment of Mr. Pradip P. Shah (DIN: 00066242) as Independent Director.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	52	3,27,14,816	98.63	56	39,511	99.62	108	3,27,54,327	98.63
Votes in against of the Resolution	9	4,55,321	01.37	3	152	0.38	12	4,55,473	1.37
Invalid votes	0	0	0	8	176	0	8	176	0

(N) As an Ordinary Resolution - Item No. 14.

Appointment of Mr. Arun Bewoor (DIN: 00024276) as Independent Director.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	58	3,31,69,902	100	57	39,611	99.87	115	3,32,09,513	100
Votes in against of the Resolution	3	235	0	2	52	0.13	5	287	0
Invalid votes	0	0	0	8	176	0	8	176	0

(O) As a Special Resolution - Item No. 15.

Payment of commission to the Independent Directors.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	53	3,31,69,743	100	56	39,610	99.87	109	3,32,09,353	100
Votes in against of the Resolution	8	394	0	3	53	0.13	11	447	0
Invalid votes	0	0	0	8	176	0	8	176	0

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(P) As an Ordinary Resolution - Item No. 16.

Ratification of remuneration payable to Cost Auditor, M/s. R. Nanabhoy & Co., Cost Accountants, for the financial year ending 31st March, 2015.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	59	3,31,68,172	100	56	39,610	99.87	115	3,32,07,782	100
Votes in against of the Resolution	2	11	0	3	53	0.13	5	64	0
*Invalid votes	1	1,954	0	8	176	0	9	2,130	0

(* Includes less voted and counted as invalid votes.

(Q) As a Special Resolution - Item No.17.

Special Resolution for increasing the borrowing powers as per provisions of Section 180(1)(c) of the Companies Act, 2013.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	61	3,31,68,183	100	55	39,585	99.80	116	3,32,07,768	100
Votes in against of the Resolution	0	0	0	4	78	0.20	4	78	0
*Invalid votes	1	1,954	0	8	176	0	9	2,130	0

(* Includes less voted and counted as invalid votes.

(R) As a Special Resolution - Item No. 18.

Special Resolution for creation of charge over movable/immovable assets as per the provisions of Section 180(1)(a) of the Companies Act, 2013.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	61	3,31,68,183	100	55	39,585	99.80	116	3,32,07,768	100
Votes in against of the Resolution	0	0	0	4	78	0.20	4	78	0
*Invalid votes	1	1,954	0	8	176	0	9	2,130	0

(* Includes less voted and counted as invalid votes.

(S) As a Special Resolution - Item No. 19.

Special Resolution for payment of minimum remuneration to Managing Director and Whole time Directors, in case of inadequacy of profits.

Mode of Voting	E-VOTING			POLL			TOTAL		
	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%	No. of Members	No. of Votes	%
Votes in favour of the Resolution	43	3,30,43,786	99.62	54	39,575	99.80	97	3,30,83,361	99.63
Votes in against of the Resolution	18	1,24,397	00.38	4	78	0.20	22	1,24,475	0.37
*Invalid votes	1	1,954	0	8	176	0	9	2,130	0

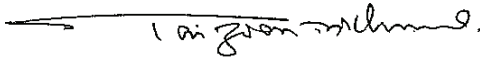
(* Includes less voted and counted as invalid votes.

(% Rounded off to 2 decimals)

Based on the foregoing all Resolutions voted upon under e-voting and poll may be considered as carried by requisite majority.

I hereby confirm that I have maintained the Registers received from the NSDL both electronically and manually, in respect of the votes cast through e-Voting and Poll by the Equity Shareholders of the Company. The poll papers and all other relevant records were sealed and handed over to the Mr. Pradeep Chandan, Company Secretary, as authorized by the Board for safe keeping.

Thanking you,
Yours Faithfully



TAIZOON M. KHUMRI

F.C.S No.993,

Certificate of Practice No. 88

Practicing Company Secretary

Place : Mumbai

Date : 27th August, 2014