



Bharat Bijlee

Bharat Bijlee Limited

- (1) Name of the Company : Bharat Bijlee Limited
- (2) Date of the AGM : Thursday, 11th September 2014.
- (3) Total number of shareholders as on : 19,903
the record date/cut off date for e-voting
purpose August 29, 2014
- (4) No. of shareholders present in the meeting
either in person or through proxy
- 1) Promoters & Promoter Group : 15
- 2) Public : 73
- (5) No. of Shareholders attended the meeting : NIL
Through Video-Conferencing.
- 1) Promoters & Promoter Group : N.A.
- 2) Public : N.A.

Sr. No.	TYPE OF RESOLUTION	Description of the businesses as set out in the Notice dated July 25, 2014	MODE OF VOTING (Ballot/E-voting)
1.	Ordinary	Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.	E-voting, physical ballot and through ballot at AGM
2.	Ordinary	Re-appointment of Mr. Anand J. Danani (holding DIN 00056534) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.	= do =
3.	Ordinary	Appointment of Messrs Dalal & Shah, Chartered Accountants, having Registration No. 102021W as the Auditors of the Company for a period of 3 consecutive years.	= do =
4.	Ordinary	Appointment of Ms. Mahnaz A Curmally (holding DIN 06907271), as a Director liable to retire by rotation.	= do =
5.	Ordinary	Appointment of Mr. Ravishanker Prasad (holding DIN 06641845), as a Director liable to retire by rotation	= do =
6.	Ordinary	Appointment of Mr. Prakash V. Mehta (holding DIN 00001366), as an Independent Director for a consecutive period of 5 years.	= do =
7.	Ordinary	Appointment of Mr. Sanjiv N. Shah (holding DIN 00007211), as an Independent Director for a consecutive period of 5 years.	= do =
8.	Ordinary	Appointment of Mr. Jairaj C. Thacker (holding DIN 00108552), as an Independent Director for a consecutive period of 5 years.	= do =
9.	Ordinary	Appointment of Mr. Rajeshwar R. Bajaaj (holding DIN 00419623), as an Independent Director for a consecutive period of 5 years.	= do =
10.	Special	Payment of remuneration to Mr. Shome N. Danani, Executive Director in terms of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	= do =
11.	Special	Power to the Board of Directors of the Company to borrow monies for the purposes of the business of the Company up to an amount not exceeding Rs. 650 crores.	= do =
12.	Ordinary	Ratification of Cost Auditors remuneration to be paid to Messrs P M Nanabhoy & Co.	= do =

For details of the said results pursuant to e-voting, physical ballot and ballot at AGM, please refer annexure attached in the prescribed format.



Resolution-1

BHARAT BIJLEE LTD

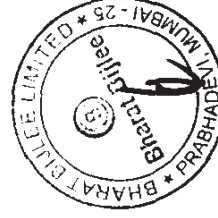
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 1 -Adoption of the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	2021734	0	0.00	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	1112785	873217	78.47	873217	0	100.00	0.00
Public-Others	2517041	8186	0.00	8176	10	99.88	0.12
Total (A)	5651560	881403	15.60	881393	10	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	1945	0.08	1345	600	69.15	30.85
Total (B)	5651560	1924924	34.06	1924324	600	99.97	0.03
Result (A+B)	5651560	2806327	49.66	2805717	610	99.98	0.02



Resolution-2

BHARAT BIJLEE LTD

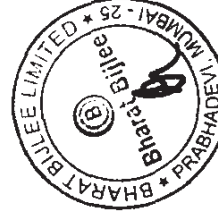
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[[2]/[1]]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[[4]/(2)]*100	% of Votes Against on Votes polled (7)=[[5]/(2)]*100
Resolution No. 2 - Re-appointment of Mr. Anand J. Danani (holding DIN 00056534) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	0.00	0.00
Public-Others	2517041	0	0.00	0	0	#DIV/0!	#DIV/0!
Total (A)	5651560	0	0.00	0	0	#DIV/0!	#DIV/0!
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	0	0.00	0	0	#DIV/0!	#DIV/0!
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	0	0.00	0	0	#DIV/0!	#DIV/0!
Total (B)	5651560	0	0.00	0	0	#DIV/0!	#DIV/0!
Result (A+B)	5651560	0	0.00	0	0	#DIV/0!	#DIV/0!



Resolution-3

BHARAT BIJLEE LTD

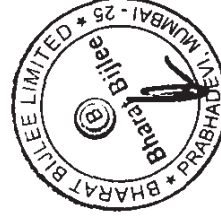
Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 3 - Appointment of Messrs Dalal & Shah, Chartered Accountants, having Registration No. 102021W as the Auditors of the Company for a period of 3 consecutive years.							
Mode of Voting: (E-voting)							
Promoter and Public Institutional Holders	2021734	0	0.00	0	0	0.00	0.00
Public-Others	1112785	873217	78.47	873217	0	0.00	0.00
Total (A)	2517041	7861	0.31	7856	5	99.94	0.06
	5651560	881078	15.59	881073	5	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Public Institutional Holders	2021734	1922979	95.12	1922979	0	100.00	0.00
Public-Others	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Total (B)	2517041	1345	0.05	895	450	66.54	33.46
	5651560	1924324	34.05	1923874	450	99.98	0.02
Result (A+B)	5651560	2805402	49.64	2804947	455	99.98	0.02



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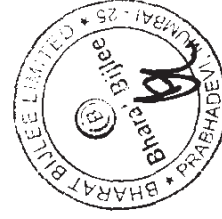


Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 4 - Appointment of Ms. Mahnaz A Curmally (holding DIN 06907271), as a Director liable to retire by rotation							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1112785	873217	78.47	873217	0	0.00	0.00
Public-Others	2517041	7961	0.32	7056	905	88.63	11.31
Total (A)	5651560	881178	15.59	880273	905	99.90	0.10
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	1345	0.05	895	450	66.54	33.46
Total (B)	5651560	1924324	34.05	1923874	450	99.98	0.02
Result (A+B)	5651560	2805502	49.64	2804147	1355	99.95	0.05



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Promoter /Public	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
Resolution No. 5 - Appointment of Mr. Ravishanker Prasad (holding DIN 06641845), as a Director liable to retire by rotation							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1112785	873217	78.47	873217	0	0.00	0.00
Public-Others	2517041	7961	0.32	7251	710	91.08	8.92
Total (A)	5651560	881178	15.59	880468	710	99.92	0.08
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	1345	0.05	1345	0	100.00	0.00
Total (B)	5651560	1924324	34.05	1924324	0	100.00	0.00
Result (A+B)	5651560	2805502	49.64	2804792	710	99.97	0.03



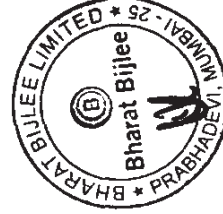
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Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. 6 - Appointment of Mr. Prakash V. Mehta (holding DIN 00001366), as an Independent Director for a consecutive period of 5 years.							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1112785	873217	78.47	873217	0	0.00	0.00
Public-Others	2517041	7961	0.32	7051	910	88.57	11.43
Total (A)	5651560	881178	15.59	880268	910	99.90	0.10
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	1345	0.05	1345	0	100.00	0.00
Total (B)	5651560	1924324	34.05	1924324	0	100.00	0.00
Result (A+B)	5651560	2805502	49.64	2804592	910	99.97	0.03



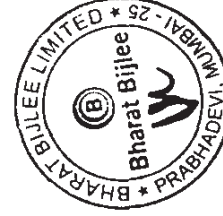
BHARAT BIJLEE LTD

Promoter /Public	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
Resolution No. 7 -Appointment of Mr. Sanjiv N. Shah (holding DIN 00007211), as an Independent Director for a consecutive period of 5 years							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1112785	873217	78.47	873217	0	0.00	0.00
Public-Others	2517041	7961	0.32	6951	1010	87.31	12.69
Total (A)	5651560	881178	15.59	880168	1010	99.89	0.11
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	1345	0.05	895	450	66.54	33.46
Total (B)	5651560	1924324	34.05	1923874	450	99.98	0.02
Result (A+B)	5651560	2805502	49.64	2804042	1460.00	99.95	0.05



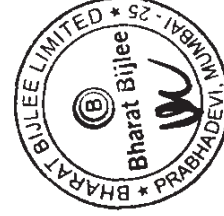
BHARAT BIJLEE LTD

Promoter /Public	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
Resolution No.8 -Appointment of Mr. Jairaj C. Thacker (holding DIN 00108552), as an Independent Director for a consecutive period of 5 years.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1112785	873217	78.47	873217	0	0.00	0.00
Public-Others	2517041	8011	0.32	7041	970	87.89	12.11
Total (A)	5651560	881228	15.59	880258	970	99.89	0.11
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	1345	0.05	895	450	66.54	33.46
Total (B)	5651560	1924324	34.05	1923874	450	99.98	0.02
Result (A+B)	5651560	2805552	49.64	2804132	1420	99.95	0.05



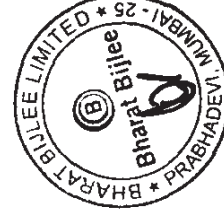
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Promoter /Public	NO of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No.9 Appointment of Mr. Rajeshwar R. Bajaj (holding DIN 00419623), as an Independent Director for a consecutive period of 5 years.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1112785	873217	78.47	873217	0	0.00	0.00
Public-Others	2517041	7961	0.32	7191	770	90.33	9.67
Total (A)	5651560	881178	15.59	880408	770	99.91	0.09
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	1345	0.05	1345	0	100.00	0.00
Total (B)	5651560	1924324	34.05	1924324	0	100.00	0.00
Result (A+B)	5651560	2805502	49.64	2804732	770	99.97	0.03



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Promoter /Public	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
Resolution No.10 - Payment of remuneration to Mr. Shome N. Danani, Executive Director in terms of the Companies Act, 2013 and Companies (Appointment and Remuneration of							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1112785	873217	78.47	873217	0	0.00	0.00
Public-Others	2517041	8011	0.32	5730	2281	71.53	28.47
Total (A)	5651560	881228	15.59	878947	2281	99.74	0.26
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	1345	0.05	895	450	66.54	33.46
Total (B)	5651560	1924324	34.05	1923874	450	99.98	0.02
Result (A+B)	5651560	2805552	49.64	2802821	2731	99.90	0.10



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Promoter /Public	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
Resolution No.11 - Power to the Board of Directors of the Company to borrow monies for the purposes of the business of the Company up to an amount not exceeding Rs. 650							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1112785	680585	61.16	680585	0	0.00	0.00
Public-Others	2517041	7961	0.32	5781	2180	72.62	27.38
Total (A)	5651560	688546	12.18	686366	2180	99.68	0.32
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	1945	0.08	895	1050	46.02	53.98
Total (B)	5651560	1924924	34.06	1923874	1050	99.95	0.05
Result (A+B)	5651560	2613470	46.24	2610240	3230	99.88	0.12



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Promoter /Public	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
Resolution No. 12 -Ratification of Cost Auditors remuneration to be paid to Messrs P M Nanabhoy & Co.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	2021734	0	0.00	0	0	0.00	0.00
Public Institutional Holders	1112785	873217	78.47	873217	0	0.00	0.00
Public-Others	2517041	8011	0.32	7400	611	92.37	7.63
Total (A)	5651560	881228	15.59	880617	611	99.93	0.07
Mode of Voting: (Poll)							
Promoter and Promoter Group	2021734	1922979	95.12	1922979	0	100.00	0.00
Public Institutional Holders	1112785	0	0.00	0	0	#DIV/0!	#DIV/0!
Public-Others	2517041	1345	0.05	895	450	66.54	33.46
Total (B)	5651560	1924324	34.05	1923874	450	99.98	0.02
Result (A+B)	5651560	2805552	49.64	2804491	1061	99.96	0.04





Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 18) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements]

To,
The Chairman
Bharat Bijlee
Regd. Office: Electric Mansion, 6th Floor,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai-400 025

Dear Sir,

1. I, N. L. Bhatia, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Bharat Bijlee at its meeting held on 25th July, 2014 for the purpose of scrutinizing the e-voting, physical ballot process and for conducting the ballot process at the Annual General Meeting and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and physical ballot process carried out as per Clause 35B of the Listing agreements with the Stock Exchanges and ballot process undertaken at the 67th Annual General meeting on the resolutions contained in the notice of the 67th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 11th September, 2014 at 'Walchand Hirachand Hall', Indian Merchants' Chamber Building, Veer Nariman Road, Churchgate, Mumbai-400020.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 67th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports



generated from the e-voting system provided by Central Depository Services India Limited, the authorized agency to provide e-voting facilities, engaged by the Company and physical ballots provided by Link Intime India Pvt. Ltd., R&T Agent.

3. Further to above, I submit my report as under:
 - 3.1 The Company has provided the e-voting facility through Central Depository Services India Limited (CDSL) on their website www.evotingindia.com. The Company had uploaded all the items of businesses to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.
 - 3.2 The notices sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - 3.3 As prescribed in the said Rules, The Company has also published an advertisement on 14th August, 2014 and it carried the required information as specified in the said rules.
 - 3.4 The Company has completed the dispatch of ballot form on 16th August, 2014 along with prepaid postage business reply envelope to its members, whose name appeared on the Register of Members / List of Beneficiaries as on 12th August, 2014.
 - 3.5 The particulars of all ballot forms received from the members have been entered into register separately maintained for the purpose.
 - 3.6 The ballot forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Registrar of Members of the Company / list of beneficiaries as on 29th August, 2014.
 - 3.7 All ballot forms received on 5th September, 2014 up to 5:00 p.m., the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.



Envelopes containing ballot forms received after 5:00 p.m. on 5th September, 2014 were not considered for my scrutiny.

- 3.9 The company had arranged for ballot papers which were duly distributed to the members and proxies present at the Annual General Meeting (AGM) on 11th September, 2014; in case of joint shareholders, the ballot paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio;
- 3.10 We have kept a record of the ballot papers received in response to the voting done at the AGM, by initialing it.
- 3.11 We have ensured that the ballot box were duly locked and sealed in the presence of the members and proxies.
- 3.12 The ballot box was opened in the presence of two persons viz. Ms. Urvi Shah and Mr. Bhaskar Upadhyay as witnesses after the voting process was over;
- 3.13 The e-voting commenced from 3rd September, 2014 (9:00 a.m.) and ended on 5th September, 2014 (5:00 p.m.).
- 3.14 The votes cast were unblocked on 5th September, 2014 (5:00 p.m.) in the presence of 2 witnesses, Ms. Urvi Shah and Ms. Deepali Bhatia, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

U. P. Shah.

DBhatia

- 3.15 The e-voting data was scrutinized by me for verification of votes cast "in favour" and "against" the Resolution.
- 3.16 Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "in favour" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services India Limited i.e. www.evotingindia.com and the result of the e-voting and physical ballot forms received through post and after conducting the ballot process at the Annual General Meeting is as under:



Item No. 1- As an Ordinary Resolution: - To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the audited statement of Profit and Loss for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
119	28,05,717	99.9782

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
3	610	0.0217

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
7	1296

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
0	0



Item No. 2:- As an Ordinary Resolution: - To appoint a Director in place of Mr. Anand J. Danani (holding DIN 00056534), who retires by rotation and, being eligible, offers himself for re-appointment.

The Resolution was withdrawn at the Annual General Meeting as Mr. Anand Danani resigned after the issue of the notice. Hence, votes exercised during E-voting and Postal ballot prior to Annual General Meeting have not been taken into consideration.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
0	0	0

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
0	0	0

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
0	0

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
0	0



Item No. 3:- As an Ordinary Resolution: - To appoint Auditors (Messrs Dalal & Shah Chartered Accountants) and to fix their remuneration.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
118	28,04,947	99.9838

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
2	455	0.0162

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
10	1,621

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 4:- As an Ordinary Resolution: - Appointment of Ms. Mahnaz A Curmally (DIN: 06907271) as a Director liable to retire by rotation.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
114	28,04,147	99.9517

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
5	1355	0.0483

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 5:- As an Ordinary Resolution: - Appointment of Mr. Ravishanker Prasad (DIN: 06641845) as a Director liable to retire by rotation.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
114	28,04,792	99.9747

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
5	710	0.0253

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 6:- As an Ordinary Resolution: - Appointment of Mr. Prakash V Mehta (DIN: 00001366), as an Independent Director of the Company.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
114	28,04,592	99.9676

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
5	910	0.0324

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 7:- As an Ordinary Resolution: - Appointment of Mr. Sanjiv N. Shah (DIN: 00007211) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
112	28,04,042	99.9480

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
7	1460	0.0520

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 8:- As an Ordinary Resolution: - Appointment of Mr. Jairaj C Thacker (DIN: 00108552), as an Independent Director of the Company.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
113	28,04,132	99.9494

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
7	1420	0.0506

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
8	1471

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 9:- As an Ordinary Resolution: - Appointment of Mr. Rajeshwar R Bajaaj (DIN: 00419623), as an Independent Director of the Company.

(i)Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
113	28,04,732	99.9726

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
6	770	0.0274

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 10:- As a Special Resolution: - Approval of payment of remuneration to Mr. Shome N. Danani, Executive Director in terms of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) Voted in favour of the resolution:

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
107	28,02,821	99.9027

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
13	2731	0.0973

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
8	1471

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



Item No. 11:- As a Special Resolution: - Approval of limits of borrowing by the company.**(i) Voted in favour of the resolution:**

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
105	26,10,240	99.8764

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
11	3230	0.1236

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
9	1,521

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
4	1,92,632



Item No. 12:- As an Ordinary Resolution: - Appointment and Remuneration of Cost Auditor.**(i) Voted in favour of the resolution:**

<u>Number of ballots</u>	<u>Number of votes cast</u>	<u>% of total number of valid votes cast</u>
113	28,04,491	99.9622

(ii) Voted against the resolution:

<u>Number of ballots</u>	<u>Number of votes</u>	<u>% of total number of valid votes cast</u>
7	1061	0.0378

(iii) Invalid votes:

<u>Total Number of ballots whose votes were declared invalid</u>	<u>Total number of votes</u>
8	1471

(iv) Abstained votes:

<u>Total Number of ballots whose votes were declared abstained</u>	<u>Total number of votes</u>
1	600



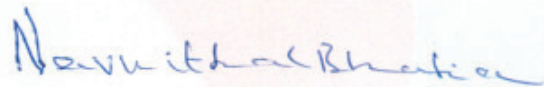
4. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under e-voting, physical ballot received through post and voting done at the AGM through Ballot Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr. Durgesh N Nagarkar, Company Secretary for safe keeping.
5. You may accordingly declare the result of voting by e-voting, physical ballot received through post and ballot at the Annual General Meeting.
6. The abovementioned resolutions are deemed to be passed as on the date of announcement of results.

Thanking you,

yours faithfully,

Place: Mumbai

Date: 11th September, 2014



N. L. Bhatia, FCS-1176

Practicing Company Secretary
Scrutinizer for Ballot form and e-voting

