

**MINUTES OF THE 77TH ANNUAL GENERAL MEETING
OF THE MEMBERS OF CROMPTON GREAVES LIMITED HELD
AT 4TH FLOOR, SWATANTRYAVEER SAVARKAR RASHTRIYA SMARAK,
VEER SAVARKAR ROAD, MUMBAI 400 028
ON TUESDAY, 5TH AUGUST, 2014 AT 3.00 P.M.**

Directors Present :

Mr G Thapar	-	Chairman of the Board, Member of Nomination and Remuneration Committee and Chairman of Stakeholders Relationship Committee
Mr L Demortier	-	CEO and Managing Director
Mr S Apte	-	Director and Chairman of Risk & Audit Committee
Dr O Goswami	-	Director
Mr B Hariharan	-	Director
Mr S Prabhu	-	Director
Ms M Pudumjee	-	Director
Dr Valentin von Massow	-	Director

In Attendance :

Mr Madhav Acharya	-	Chief Financial Officer and Chief Information Officer
Ms Minal Bhosale	-	Company Secretary
Mr Milind Phadke	-	Audit Partner, Sharp & Tannan, Statutory Auditors of the Company

171 Members in person

37 Members through proxies

5 Corporate Members through their Authorised Representative

Mr G Thapar, Chairman of the Board of Directors took the Chair, and welcomed the Members to the Annual General Meeting.

The Notice convening the Meeting was, with the consent of the Members present, taken as read.

The Chairman informed the Members that the Register of Proxies and Representations, Register of Directors' and Key Managerial Personnel and their shareholdings and Register of Contracts in which the Directors and Key Managerial Personnel were interested were made available for inspection by the Members.

The Chairman also informed the Members that the Auditor's Report on Financial Statements of the Company for the financial year ended March 31, 2014 did not contain any qualifications, observations or comments on financial transactions or matters which had adverse effect on the functioning of the Company. Hence, the Auditor's Report was not required to be read at the Meeting.

The Chairman briefly reviewed the progress and operations of the Company during the first quarter of the current year upto June 2014, both on a stand-alone and consolidated basis.

The Company's stand-alone net sales at Rs.1,904.69 crore, as compared with the corresponding quarter last year, were higher by 3.5%; profit before tax, at Rs. 171.60 crore, recorded an increase by 2.4% and profit after tax, at Rs.126.56 crore, recorded an increase by 1.5%. The unexecuted order book as on 30th June, 2014, was at Rs.3,658 crore.

The Company's consolidated net sales at Rs.3,441.54 crore, as compared with the corresponding quarter last year, were higher by 7.7%. Profit before tax, at Rs.119.84 crore, recorded an increase by 11.8% and profit after tax (after minority interest), at Rs.64.02 crore, recorded an increase by 6.6%. The unexecuted order book as on 30th June, 2014 was at Rs.9,585 crore.

The Chairman informed the Members that the organizational restructuring in the Industrial and Power businesses undertaken in the last two years was beginning to show a positive impact on the overall profitability of the Company. The Company had already taken steps to strengthen the Consumer business as well, by streamlining its operations and revamping the distribution strategy.

The Chairman further informed that the future potential of the Consumer Product business was dependent on aggressive branding and advertisement strategy and a flexible capital structure to take care of the investment needs of this business.

Hence the Company had decided to demerge the Consumer business and list it as a separate entity for the shareholders. The Company believed that such a demerger will create better growth opportunities and a flexible market structure for its two large but significantly different businesses – Power, Industrial and Automation which was a B2B business, and the Consumer business which was a B2C business.

The Chairman informed the Members that the Companies Act, 2013 which had come into effect from 1st April, 2014 had brought about several changes in the procedure to conduct an Annual General Meeting, including changes in voting procedure followed at the Meeting. Considering the statutory requirements under the Companies Act, 2013 and the Listing Agreement, the Company had provided e-voting facility to the Members to enable them to cast their vote electronically. The Company had provided e-voting facility to the Members to vote between, 28th July, 2014 (09.00 a.m.) to 30th July, 2014 (06.00 p.m.) in proportion to their shareholding as on the record date of 24th June, 2014. The Scrutinizer, Mr PN Parikh of M/s Parikh & Associates, Practicing Company Secretaries, appointed for carrying out the e-voting process had submitted the e-voting result to the Chairman on 1st August, 2014.

The Chairman further informed that, the Members present at the Annual General Meeting who had not voted electronically, were given an opportunity to vote through poll and ordered a poll on all resolutions contained in the Notice. The process for poll was explained to the Members. The Chairman requested all the Members and proxy holders present and entitled to vote, to participate in the poll, to be taken immediately.

Mr Mitesh Dabliwala of M/s Parikh & Associates, Practicing Company Secretaries was appointed as Scrutinizer to scrutinize the poll process and votes given on the poll and to submit the report thereon. The Scrutinizer displayed the empty polling box to the Members and sealed it in presence of the Members and proxies.



The Chairman stated that the results of voting on each resolution shall be determined by adding the votes of the poll in favour/ against a resolution with the e-votes in favour/against the same resolution and the said results, will be placed on the Company's website as well as its registered office within two days from the conclusion of the Annual General Meeting. The same would also be communicated to the Stock Exchanges, where the Company's shares are listed.

The Chairman then proceeded to move and put to vote the resolutions:

1 **ADOPTION OF DIRECTORS' REPORT, AUDITORS' REPORT AND FINANCIAL STATEMENTS**

AS AN ORDINARY RESOLUTION

"RESOLVED THAT the Financial Statements of the Company for the year ended 31st March, 2014, including the Audited Profit and Loss Account for the year ended 31st March, 2014 and the Balance Sheet at that date together with the Directors' Report and Auditors' Report thereon be and they are hereby approved and adopted."

The Chairman thereafter invited comments from the Members, and the following Members offered comments and asked questions:

Ms Pouredehi
Mr Martins
Mr Khanolkar
Mr Rangwala
Mr Tiwari
Mr Krishnamoorthy
Mr Mapara
Mr Chainani
Mr Bhide
Mr Jhaveri
Mr Agnihotri
Mr Vijaykar
Mr Davar
Ms Shah
Mr Vazirani
Mr Fernandes
Mr Damodaran
Mr Parikh
Mr Bhalerao
Mr Mascarenhas
Mr Shah
Mr Divekar
Mr Bhatt
Mr Vartak

Clarifications were sought by the Members on the following matters relating to the Company's operations and performance:

- ◆ Performance of CG Non-India, turnaround of subsidiaries and action plan to revive the loss-making units
- ◆ Concession/rebate from the State/Central Government for global operations

- ◆ Location of showrooms of consumer products
- ◆ Plans for Bonus Issue
- ◆ Global and domestic ranking of the Company and future plans of the business
- ◆ Shareholders' visit to one of the Company's factories
- ◆ Plans to sell Company's properties
- ◆ Up-scaling plans for the railway business
- ◆ Increase in business activities in South American region
- ◆ Preferential issue
- ◆ Plans for solar based products
- ◆ Commercial and economic prospects of the Consumer business post demerger and the demerger process
- ◆ Cost per annual report
- ◆ Potential of Company's EHV and UHV power equipment
- ◆ Diversification of business in banking and finance sector
- ◆ Assets mortgaged for availment of long term liabilities
- ◆ Expenditure and progress of CSR activities undertaken; CSR activities for senior citizens
- ◆ Pollution control measures implemented
- ◆ Impact of rupee depreciation on the business
- ◆ Impact of the new Financial Budget on the profitability of the Company
- ◆ Steps taken by the Company to retain market share in Consumer Products
- ◆ Accidental deaths in the Company

All the above queries were satisfactorily answered by the Chairman.

2 CONFIRMATION OF DIVIDENDS

AS AN ORDINARY RESOLUTION

"RESOLVED THAT the First and Second interim dividends of Rs 0.40 and Rs 0.40 per share on the paid-up equity share capital of Rs.125,934,0382/- and Rs 125,349,2284/- of the Company respectively, declared by the Board of Directors during the year, on 8th November, 2013 and 29th January, 2014 respectively, for the year ended 31st March, 2014, be and they are hereby noted and confirmed."

3 DECLARATION OF FINAL DIVIDEND

AS AN ORDINARY RESOLUTION

"RESOLVED THAT for the year ended 31st March, 2014, a dividend of Rs 0.40 per share of Rs.2/- each, be and it is hereby declared, to be paid on 5th August, 2014, to the Members, whose names have been registered on the Company's Register of Members as on 1st August, 2014."



4 APPOINTMENT OF AUDITORS*AS AN ORDINARY RESOLUTION*

"RESOLVED THAT Sharp & Tannan, Chartered Accountants, Registration No 109982W, be and they are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and is hereby authorised to fix their remuneration."

5 RETIREMENT BY ROTATION OF MR SM TREHAN AS DIRECTOR*AS AN ORDINARY RESOLUTION*

"RESOLVED that Mr SM Trehan, Director liable to retire by rotation, who does not offer himself for re-appointment be not re-appointed as a Director of the Company and the vacancy so caused on the Board of the Company be not filled-up."

6 APPOINTMENT OF COST AUDITORS*AS AN ORDINARY RESOLUTION*

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, a remuneration of Rs 7 lac plus taxes as applicable and reimbursement of out-of pocket expenses for the financial year ending March 31, 2015 to be paid to Messrs. Ashwin Solanki & Associates, Cost Accountants as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed."

7 APPOINTMENT OF MR S APTE AS AN INDEPENDENT DIRECTOR*AS AN ORDINARY RESOLUTION*

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr S Apte, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years, for a term up to August 4, 2019."

8 APPOINTMENT OF MR S LABROO AS AN INDEPENDENT DIRECTOR*AS A SPECIAL RESOLUTION*

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr S Labroo, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years, for a term up to August 4, 2019."

9 **APPOINTMENT OF DR (MRS) C LEWINER AS AN INDEPENDENT DIRECTOR**

AS AN ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr (Mrs) C Lewiner, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing her candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years, for a term up to August 4, 2019."

10 **APPOINTMENT OF MR S PRABHU AS AN INDEPENDENT DIRECTOR**

AS AN ORDINARY RESOLUTION

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr S Prabhu, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years, for a term up to August 4, 2019."

11 **APPOINTMENT OF MS M PUDUMJEE AS AN INDEPENDENT DIRECTOR**

AS A SPECIAL RESOLUTION

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms M Pudumjee, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing her candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years, for a term up to August 4, 2019."

12 **APPOINTMENT OF DR V VON MASSOW AS AN INDEPENDENT DIRECTOR**

AS A SPECIAL RESOLUTION

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and rules made thereunder, Schedule IV and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr V von Massow, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years, for a term up to August 4, 2019."

13 CREATING MORTGAGE/CHARGE ON THE ASSETS OF THE COMPANY*AS A SPECIAL RESOLUTION*

"RESOLVED that pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include person(s) authorised and / or any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) for mortgaging and / or charging all or any of the movable and / or immovable properties, both present and future, or the whole or substantially the whole of the undertaking or the undertakings of the Company for securing any loan(s) obtained or as may be obtained from any bank, financial institution, bodies corporate, other entities, person or persons including securing those facilities which have already been sanctioned, including any enhancement therein together with interest, costs, charges, expenses and any other moneys payable by the Company and that the Board is further authorised to create a charge in whatsoever manner on the Company's current assets, present and future, in favour of banks, financial institutions, bodies corporate, other entities, person or persons who may provide such credit facilities to the Company.

RESOLVED FURTHER that the Board be and is hereby authorised to do or cause to be done all such acts, deeds, matters and things as may be necessary, desirable, expedient for creating mortgage/charge on the assets of the Company and to give effect to this resolution."

14 ALTERATION OF ARTICLES OF ASSOCIATION*AS A SPECIAL RESOLUTION*

"RESOLVED that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and is hereby amended by:

- (i) deleting the existing Article 107 and substituting the following new Article 107 in place thereof :

Number of directors

107. Until otherwise determined by a General Meeting and subject to Section 149 of the Act, the number of Directors shall not be less than four nor more than fifteen.

- (ii) adding the following para at the end of existing Article 140 :

The Chairman is permitted to hold the position of both the Chairman as well as Managing Director/ CEO/ equivalent position thereof in the Company as per the recommendations of the Board of Directors of the Company."

- (iii) deleting the existing Article 109 and substituting the following new Article 109 in place thereof :

The Board may appoint an Alternate Director recommended for such appointment by the Director, (hereinafter called the "Original Director") to act for him as an Alternate Director during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office as such for a longer period than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.

- (iv) deleting the existing Article 137 and substituting the following new Article 137 in place thereof :

Subject to Section 174 of the Act, quorum for a meeting of the Board shall be one-third of its total strength (excluding Directors, if any, whose places may be vacant at the time and any fraction contained in that one-third being rounded off as one), or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested, present at the Meeting being not less than two, shall be the quorum during such time."

The Chairman thanked the Members for their participation and stated that the meeting would stand concluded when the last vote was cast.

Conduct of Poll

Mr Mitesh Dabliwala, a representative of M/s Parikh & Associates, Practicing Company Secretaries, appointed as Scrutinizer conducted the poll. After ensuring that all the Members and proxies participating in the poll had casted their votes, the Scrutinizer closed the poll at around 06:15 p.m. The Scrutinizer then took custody of the polling boxes.

DECLARATION OF RESULTS OF E-VOTING AND POLL

On the basis of the Scrutinizer's report for the e-voting dated 1st August, 2014 and the Scrutinizer's report for the poll at the Annual General Meeting dated 5th August, 2014, the summary of which is mentioned hereunder, the Chairman announced the results of voting on 5th August, 2014 and that all the resolutions for the ordinary and special businesses as set out in item no. 1 to 14 in the notice of the 77th Annual General Meeting of the Company have been duly passed by the requisite majority.

The consolidated voting results is given below :

The following symbols are used in the result, which denote the following :



CHAIRMAN'S INITIALS

'#' voting rights are in proportion to shares held as on 20th June, 2014.

'\$' excludes invalid votes.

Resolution No. 1 :

Adoption of Financial Statements including Audited Balance sheet and Statement of Profit and Loss for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

	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
e-voting	626746142	422331281	67.38	422139371	191910	99.95	0.05
poll		7684132	1.23	7684132	0	100.00	0.00
Total	626746142	430015413	68.61	429823503	191910	99.95	0.05

Resolution No. 2 :

Confirmation of payment of first and second Interim Dividends, aggregating to Rs. 0.80 per share (40%).

	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
e-voting	626746142	423035596	67.50	423035561	35	100.00	0.00
poll		7684744	1.22	7684744	0	100.00	0.00
Total	626746142	430720340	68.72	430720305	35	100.00	0.00

Resolution No. 3 :

Declaration of Final Dividend.

	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
e-voting	626746142	423035606	67.50	423035571	35	100.00	0.00
poll		7684349	1.22	7684349	0	100.00	0.00
Total	626746142	430719955	68.72	430719920	35	100.00	0.00

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Resolution No. 4 :

Appointment of Sharp & Tannan, Chartered Accountants (Firm Registration No.109982W), as Statutory Auditors of the Company.

	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
e-voting	626746142	423035556	67.50	413169711	9865845	97.67	2.33
poll		7684744	1.22	7684742	2	100.00	0.00
Total	626746142	430720300	68.72	420854453	9865847	97.71	2.29

Resolution No. 5 :

Retirement by Rotation of a Director - Mr SM Trehan.

	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
e-voting	626746142	423035434	67.50	423035089	345	100.00	0.00
Poll		7684132	1.22	7683505	627	100.00	0.00
Total	626746142	430719566	68.72	430718594	972	100.00	0.00

Resolution No. 6 :

Ratification of remuneration payable to M/s Ashwin Solanki & Associates, Cost Accountants for the financial year ending 31st March, 2015.

	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
e-voting	626746142	423035556	67.50	414102211	8933345	97.89	2.11
poll		7684614	1.22	7684612	2	100.00	0.00
Total	626746142	430720170	68.72	421786823	8933347	97.93	2.07



CHAIRMAN'S INITIALS

Resolution No. 7 :

Appointment of Mr S Apte as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.

	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
e-voting	626746142	423035434	67.50	423033089	2345	100.00	0.00
Poll		7684744	1.22	7684744	0	100.00	0.00
Total	626746142	430720178	68.72	430717833	2345	100.00	0.00

Resolution No. 8 :

Appointment of Mr S Labroo as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.

	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
e-voting	626746142	423035334	67.50	421459659	1575675	99.63	0.37
poll		7684132	1.22	7160396	523736	93.18	6.82
Total	626746142	430719466	68.72	428620055	2099411	99.51	0.49

Resolution No. 9 :

Appointment of Dr. (Mrs.) C Lewiner as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.

	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
e-voting	626746142	423035429	67.50	407695851	15339578	96.37	3.63
poll		7684744	1.22	7684744	0	100.00	0.00
Total	626746142	430720173	68.72	415380595	15339578	96.44	3.56

Resolution No. 10 :

Appointment of Mr S Prabhu as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.

	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
e-voting	626746142	423035279	67.50	411093928	11941351	97.18	2.82
poll		7684744	1.22	6022474	1662270	78.37	21.63
Total	626746142	430720023	68.72	417116402	13603621	96.84	3.16

Resolution No. 11 :

Appointment of Ms M Pudumjee as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.

	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
e-voting	626746142	423035404	67.50	423035059	345	100.00	0.00
poll		7684744	1.22	7684622	122	100.00	0.00
Total	626746142	430720148	68.72	430719681	467	100.00	0.00

Resolution No. 12 :

Appointment of Dr. V von Massow as an Independent Director of the Company to hold office for five consecutive years for a term up to August 4, 2019.

	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
e-voting	626746142	423035404	67.50	423034059	1345	100.00	0.00
poll		7684744	1.22	7684622	122	100.00	0.00
Total	626746142	430720148	68.72	430718681	1467	100.00	0.00



Resolution No. 13 :

Consent of the Company under Section 180 (1) (a) of the Companies Act, 2013 to the Board of Directors to mortgage and / or charge all or any of the movable and / or immovable properties of the Company.

	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
e-voting	626746142	423035409	67.50	388611528	34423881	91.86	8.14
poll		7684744	1.22	6022526	1662218	78.37	21.63
Total	626746142	430720153	68.72	394634054	36086099	91.62	8.38

Resolution No. 14 :

Approval to the alteration of Articles of Association of the Company.

	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
e-voting	626746142	423035556	67.50	400281530	22754026	94.62	5.38
poll		7681194	1.22	6018976	1662218	78.36	21.64
Total	626746142	430716750	68.72	406300506	24416244	94.33	5.67


CHAIRMAN

Place : Mumbai

Date : 19-8-2014