

CERTIFIED TRUE COPY OF THE MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DISH TV INDIA LIMITED HELD ON MONDAY, THE 29TH DAY OF SEPTEMBER 2014 AT 11:30 A.M. AT DR. SARVEPALLI RADHAKRISHNAN AUDITORIUM, KENDRIYA VIDYALAYA NO. 2, A.P.S. COLONY, DELHI CANTT. – 110 010

Directors Sitting on the Dias:

Mr. Jawahar Lal Goel
Mr. Arun Duggal
Mr. Lakshmi Chand
Mr. Ashok Kurien

Managing Director
Independent Director and Member
Independent Director
Non-Executive Director, Member &
Chairman of Stakeholder's
Relationship Committee

Company Executives Sitting on the Dias:

Mr. R. C. Venkatesh
Mr. Rajeev K Dalmia
Mr. Ranjit Singh

Chief Executive Officer (CEO)
Chief Financial Officer (CFO)
Company Secretary

Scrutinizer present during the meeting:

Mr. Jayant Gupta

Proprietor – Jayant Gupta & Associates
Practicing Company Secretary

Introduction of Board Members Sitting on the Dias:

The Company Secretary introduced the Board Members and Company executive on the Dias.

Commencement of Proceedings:

The Company Secretary welcomed the Members to the 26th Annual General Meeting of the Company.

He apprised the Members that in terms of the newly enacted Companies Act, the Company had provided e-voting facility to the shareholders. The E-voting Period commenced on September 23, 2014 from 9.00 a.m. and ended on September 25, 2014 at 6.30 p.m. He further informed that the result of the e-voting will be declared during the meeting.

The Company Secretary also apprised the Members that the Resolutions proposed for consideration of the Members, as detailed in the Notice calling the 26th Annual General Meeting, shall be put to vote through Poll Mechanism.

Chairman for meeting:

Pursuant to Article 62 of the Articles of Association of the Company, he requested the Members to appoint the Chairman for the meeting. Mr. Pradeep Sood, shareholder proposed the name of Mr. Arun Duggal, Independent Director, to be



appointed as the Chairman for the Annual General Meeting and Mr. Sanjay Kathpal, shareholders seconded the proposal.

In accordance with the Articles of Association of the Company and with the approval of the shareholders, Mr. Arun Duggal, was appointed to act as the Chairman of the meeting.

Mr. Arun Duggal took the chair and welcomed the shareholder to the 26th Annual General Meeting of the Company.

Quorum for the meeting:

The Chairman informed the Members that the total number of shareholders present at the commencement of the meeting is 155, representing 60,82,75,979 Equity shares constituting 57.12% of the Share capital of the Company.

The Company has received 13 valid proxies under Section 105 of the Companies Act, 2013 representing 9,40,14,259 Equity Shares constituting 8.83% of the Share Capital of the Company and 17 Authorized Representations under Section 113 of the Companies Act, 2013 from Bodies Corporate representing 51,42,53,269 Equity Shares constituting 48.29% of the Share Capital of the Company.

The Chairman after ascertaining the requisite Quorum for the meeting being present, declared the meeting as duly constituted called the meeting to order.

Statutory Registers:

The Chairman informed that the following Registers are available for inspection of the shareholders and shall remain open for inspection by the shareholders till the conclusion of the Meeting:

- a) Proxy Register with 13 valid proxies lodged;
- b) Register of Members under Section 88 of the Companies Act, 2013;
- c) Register of Directors' and Key Managerial Personnel and their Shareholding under Section 170 of the Companies Act, 2013;
- d) Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013;

He further stated that the following documents are also available for inspection of the Members:

- a) Director's Report for the Financial Year ended March 31, 2014; and
- b) Audited Annual Accounts and Auditor's Report for the Financial Year ended March 31, 2014.
- c) Memorandum and Articles of Association of the Company, Minutes of the General Meetings of the Company and all other required documents.
- d) Statutory Auditors Certificate in compliance with SEBI ESOP Regulations



Annual Report and Notice calling the 26th Annual General Meeting:

The Chairman informed the Members that the Annual Report for the Financial Year 2013-14 along with Notice calling the 26th Annual General Meeting have already been circulated to the members and with the permission of the Members, the Notice was taken as read.

Chairman's Speech:

The Chairman delivered the Speech, which is reproduced hereunder:

"Dear Members,

Your Company withstood the gale force of the stressed economy during the year under review through steadfast focus on sticking to the fundamentals, tight cash management and an eagle eye on maintaining fiscal discipline. Despite the impact of the rupee depreciation ballooning the debt book, your Company managed to reduce the overall debt.

Despite a promising start, the year under review saw the Indian economy face unprecedented volatility. The mid-year selloff which saw the Rupee depreciate nearly 30% on the back of the deteriorating Current Account Deficit put severe stress on the economy and on all Companies which had high exposure to foreign debt as well as high capex outgoes. Capex and Forex debt became negative terminologies in the risk averse situation many companies found themselves in.

Battered by these external forces the outlook for the economy looked bleak indeed until the RBI stepped in with a slew of measures to stabilize the rupee and more importantly soothe the nerves of the investors by undertaking a series of bold steps to shore up the rupee and manage to arrest the widening current account deficit.

In spite of the obvious focus on prudent cash management given the volatile external environment, your Company nonetheless undertook several initiatives which have significantly strengthened its market position and positioned it very well for profitable growth ahead. I will list below a few of these initiatives.

- Through the year the focus was to reduce the subsidy on the hardware provided by the Company to its subscribers and the subscriber acquisition costs was brought down.
- ARPU continued to grow despite the challenges and your Company ended the year with an ARPU of Rs. 170 vs an ARPU of Rs. 157 in the prior year.
- Your Company has made specific plans to address the digitization opportunity in Phase III and Phase IV.
- Rather than wait for the digitization to happen, your Company has launched a tailor made product for DAS Phase III and Phase IV areas. Named "Zing", this is the second brand from the stable of Dish TV India Ltd. Zing focuses on providing superior regional content and after a successful launch in Orissa and West Bengal will be extended to several other linguistic states during the coming year.



During the year your Company also became the first DTH Company in India to offer Over the Top (OTT) services in India with the launch of Dish Online on Android/IOS as well as through Desktop. With this launch your Company is well positioned to take advantage of any shift in viewing to alternate screens such as tablets / smartphones / laptops etc.

With these initiatives as well as a clear focus on profitable growth, your Company swung back to incremental share leadership during the later half of the year and is poised to take clear leadership in the opportunity presented by digitization in DAS Phase III and Phase IV areas.

During the year, your Company undertook several steps to strengthen customer service to expand the service network from 200 touch points to over 1000 touch points. These investments will enable your Company to provide a best in class experience to the customers and ensure that their every need is properly taken care of by the Company.

We continue to expand the reach of our sales and distribution infrastructure and to day reach over 25000 outlets directly through a network of 1250 distributors.

For the full year under review Revenues grew from Rs. 21,668 million to Rs. 25,090 million. EBITDA increased from Rs. 5,795 million to Rs. 6,261 million and stood at 28% of revenues

Going forward, with a significantly deleveraged balance sheet which is best in class in the industry and the slew of initiatives as outlined above gathering momentum, your Company is well poised to accelerate EBITDA as well as cash flow and profitability in a manner which will result in sustained enhancement of shareholder value which remains the central focus of all our endeavours."

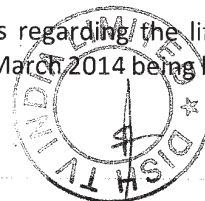
Auditor's Report:

The Chairman requested the Company Secretary to read out the comments / observations / qualification, if any, made out by the Auditors in their Audit Report for the Financial Year 2013 – 14.

Mr. Ranjit Singh, Company Secretary informed the Members that the Auditors of the Company have made certain comments in the Auditors Report which have been provided in the Serial No. 5(a), 5(b), 5(c) of the Auditors' Report and Serial No. (ix)(a), (x) and (xvii) of the Annexure to Auditors' Report. The Company Secretary, with the permission of the Members, read the opening and closing lines of the Auditor's Report Observation, as reproduced below, and the Auditor's Report, which was already circulated to the Member, was taken as read.

"Serial No. 5 (a) : note 2(c) of the financial statements. The Company's net worth as at the end of the financial year credit facilities from lenders to adequately meet its obligation

Serial No. 5 (b) : note 50 of the financial statements regarding the life of the Consumer Premises Equipment..... year ended 31 March 2014 being higher by Rs. 8,305 lacs



Serial No. 5 (c) : note 51 of the financial statements regarding recognition of activation fees the loss after tax for the year is lower by Rs. 8,942 lacs.

Serial No. (ix)(a) of Annexure to Auditor's Report: According to the information and explanations.....six months from the date they became payable.

Serial No. (x) of Annexure to Auditor's Report: The accumulated losses in the immediately preceding year

Serial No. (xvii) of Annexure to Auditor's Report: According to the information and explanations..... acquisition of fixed assets for Rs. 100,866 lacs."

Question & Answer session:

The Chairman invited the members to ask their questions or queries, if any, relating to the Financial Statements and Operations of the Company. He requested the members to restrict their discussion to the matters embodied in the notice convening this meeting. No such query was raised by any Member.

Declaration of E-Voting Results:

The Chairman requested the Company Secretary to declare the result of the E-Voting conducted for the period from 9.00 a.m., September 23, 2014 to 6.30 p.m., September 25, 2014 on the resolutions proposed for the consideration of the Members, as detailed in the Notice calling the 26th Annual General Meeting of the Company.

The Company Secretary apprised the Members that in accordance with Clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules 2014, the Company had provided E-voting facility offered by Central Depository Services (India) Ltd for Equity Shareholders to cast their vote electronically.

He then announced the Result of the E-Voting, basis the Scrutinizer's Report dated September 26, 2014 on E-voting, on all the seven resolutions proposed in the Notice of calling the 26th Annual General Meeting of the Company. The result as declared by the Company Secretary is as under:

Ordinary Resolution No.1: Adoption of Audited Financial Statements of the Company for the Financial Year ended March 31, 2014

"RESOLVED THAT the Audited Financial Statements of the Company, on a Standalone and Consolidated basis, for the Financial Year ended March 31, 2014 including the Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the Financial Year ended on that date, and the Reports of the Auditors' and Board of Directors' as circulated to the members and now placed before the meeting be and hereby approved and adopted."

103 Equity Shareholders representing 78,27,29,669 Equity Shares comprising of 99.999% of total votes casted, voted in favor of the Resolution and 5 Equity



Shareholders representing 8,157 Equity Shares comprising of 0.001% of total votes casted, voted against the Resolution

Ordinary Resolution No.2: Re-appointment of Mr. Mintoo Bhandari as the Non-Executive Nominee Director

“RESOLVED THAT Mr. Mintoo Bhandari (DIN-00054831), Non-Executive Nominee Director of the Company, who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be and is hereby re-appointed as Non-Executive Nominee Director of the Company, whose period of office shall be liable to determination by retirement by rotation.”

64 Equity Shareholders representing 74,87,25,208 Equity Shares comprising of 95.655% of total votes casted, voted in favor of the Resolution and 44 Equity Shareholders representing 3,40,12,618 Equity Shares comprising of 4.345% of total votes casted, voted against the Resolution

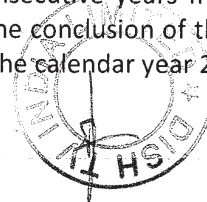
Ordinary Resolution No. 3: Appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants as the Statutory Auditors of the Company to hold office for 3 (Three) consecutive years

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013, M/s Walker Chandiok & Co LLP., Chartered Accountants, New Delhi (Firm Registration No 001076N/N-500013), be are hereby appointed as the Statutory Auditors of the Company, in place of M/s B S R & Co LLP., Chartered Accountants, Gurgaon (Firm Registration No. 101248W/W-100022), the retiring Statutory Auditors, for a period of 3 (three) consecutive years from the date of the 26th Annual General Meeting of the Company until the conclusion of the 29th Annual General Meeting of the Company to be held in the calendar year 2017 at a remuneration to be determined by the Board of Directors of the Company.”

94 Equity Shareholders representing 76,68,20,037 Equity Shares comprising of 99.978% of total votes casted, voted in favor of the Resolution and 8 Equity Shareholders representing 1,67,313 Equity Shares comprising of 0.022% of total votes casted, voted against the Resolution

Ordinary Resolution No. 4: Appointment of Mr. Lakshmi Chand as Independent Director of the Company to hold office for a term of 3 (three) consecutive years

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Lakshmi Chand (DIN-00558169), Independent Director, who was appointed as a Director whose office was liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, whose office is not subject to retirement by rotation, to hold office for a term of 3 (three) consecutive years from the conclusion of the 26th Annual General Meeting upto the conclusion of the 29th Annual General Meeting of the Company to be held in the calendar year 2017.”



101 Equity Shareholders representing 78,27,27,656 Equity Shares comprising of 99.999% of total votes casted, voted in favor of the Resolution and 7 Equity Shareholders representing 10,170 Equity Shares comprising of 0.001% of total votes casted, voted against the Resolution

Ordinary Resolution No. 5: Appointment of Mr. Bhagwan Dass Narang as Independent Director of the Company to hold office for a term of 3 (three) consecutive years

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bhagwan Dass Narang (DIN-00038052), Independent Director, who was appointed as a Director whose office was liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, whose office is not subject to retirement by rotation, to hold office for a term of 3 (three) consecutive years from the conclusion of the 26th Annual General Meeting upto the conclusion of the 29th Annual General Meeting of the Company to be held in the calendar year 2017.”

68 Equity Shareholders representing 75,02,72,688 Equity Shares comprising of 95.852% of total votes casted, voted in favor of the Resolution and 40 Equity Shareholders representing 3,24,65,138 Equity Shares comprising of 4.148% of total votes casted, voted against the Resolution

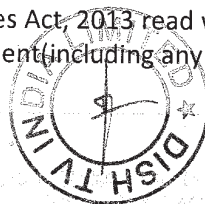
Ordinary Resolution No. 6 : Appointment of Mr. Arun Duggal as Independent Director of the Company to hold office for a term of 3 (three) consecutive years

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Duggal (DIN- 00024262), Independent Director, who was appointed as a Director whose office was liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, whose office is not subject to retirement by rotation, to hold office for a term of 3 (three) consecutive years from the conclusion of the 26th Annual General Meeting upto the conclusion of the 29th Annual General Meeting of the Company to be held in the calendar year 2017.”

97 Equity Shareholders representing 76,72,71,725 Equity Shares comprising of 98.024% of total votes casted, voted in favor of the Resolution and 11 Equity Shareholders representing 1,54,66,101 Equity Shares comprising of 1.976% of total votes casted, voted against the Resolution

Ordinary Resolution No. 7: Appointment of Mr. Eric Louis Zinterhofer as Independent Director of the Company to hold office for a term of 3 (three) consecutive years

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Clause 49 of the Listing Agreement (including any statutory



modification(s) or re-enactment thereof for the time being in force), Mr. Eric Louis Zinterhofer (DIN-01929446), Independent Director, who was appointed as a Director whose office was liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, whose office is not subject to retirement by rotation, to hold office for a term of 3 (three) consecutive years from the conclusion of the 26th Annual General Meeting upto the conclusion of the 29th Annual General Meeting of the Company to be held in the calendar year 2017."

61 Equity Shareholders representing 74,52,43,442 Equity Shares comprising of 95.210% of total votes casted, voted in favor of the Resolution and 47 Equity Shareholders representing 3,74,94,384 Equity Shares comprising of 4.790% of total votes casted, voted against the Resolution

Commencement of Poll:

Poll papers already being distributed to the Member present, the Poll Process was commenced by the Chairman and all the Resolutions proposed in the Notice calling the 26th Annual General Meeting. He requested the Members to cast their vote and deposit their respective poll paper in the ballot box. He advised the Members to:

- put (v) in the column "For", by those who are in favour of the Resolution.
- put (X) in the column "Against, by those who are against the resolution.

Thereafter the Chairman informed the Members that Mr. Jayant Gupta, Practicing Company Secretary, is the Scrutinizer to scrutinize the Polling process in a fair and transparent manner. Thereafter, Mr. Gupta displayed the empty ballot boxes to the Members and Proxies present in presence of Mr. K. K Maheshwari, Member and Mr. Puneet Singh, witnesses. The ballot boxes were then sealed in their presence. The Poll was thereafter conducted and the members casted their vote.

The Chairman informed the members that the results of Voting (along with E-voting done by members electronically) shall be declared on Tuesday, 30th day of September, 2014 at 11:00 A.M. at the registered office of the Company. The result shall also be placed at the Company's website viz www.dishtv.in and also be communicated to Stock Exchanges.

The Chairman also stated that the consolidated results (E-Voting and Poll) which are to be declared on September 30, 2014 shall be attached as an Annexure forming part of the minutes of the Annual General meeting.

Conclusion of Meeting:

There being no other business, the Chairman proposed a vote of thanks to the Chair.

//CERTIFIED TRUE COPY//
For Dish TV India Limited


Ranjit Singh
Company Secretary
Membership No.: A15442





**Combined Result on E-voting and Poll declared on September 30, 2014 at
11:00 A.M. at the Registered Office of the Company**

As per the provisions of Companies Act, 2013 and the Listing Agreement, the Company had provided e-voting facility to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice calling the 26th Annual General Meeting of the Company. The E-voting Period commenced on September 23, 2014 from 9.00 a.m. and ended on September 25, 2014 at 6.30 p.m.

Mr. Jayant Gupta, Practicing Company Secretary was appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the e-Voting process in a fair and transparent manner. The Scrutinizer submitted the Scrutinizer Report on E-voting dated September 26, 2014 to the Chairman of the Company.

Pursuant to the General Circular No. 20/2014 of the Ministry of Corporate Affairs, dated June 17, 2014 voting by Show of Hands was not permitted at the Annual General Meeting, where e-voting has been offered to the members. Therefore, at the 26th Annual General Meeting of the Company, voting was conducted by means of Poll.

Mr. Jayant Gupta, Practicing Company Secretary was appointed as the Scrutinizer to scrutinize the Poll process conducted at the 26th Annual General Meeting of the Company.

The Scrutinizer submitted the Combined Report on E-voting and Poll dated September 30, 2014 to the Chairman of the Company.

The Chairman had declared at the Annual General Meeting of the Company that the Combined Result on E-voting and Poll, basis the Scrutinizer's Combined Report (E-voting & Poll) dated September 30, 2014, for the Resolutions contained in the Notice calling the 26th Annual General Meeting of the Company shall be declared on Tuesday, 30th day of September, 2014 at 11:00 A.M. at the registered office of the Company.

The Combined Result (E-voting and Poll) as declared at the Registered Office of the Company, basis the Combined Report of Scrutinizer, on September 30, 2014 is detailed hereunder-

S. no.	Particulars of Resolution	% of Votes	
		In favour	Against
1.	Ordinary Resolution: Adoption of Audited Financial Statements of the Company on a Standalone & Consolidated basis for the Financial Year ended March 31, 2014, including the Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the Financial Year ended on that date, and the reports of the Auditors and the Board of Directors thereon	99.99907	0.00093



2.	Ordinary Resolution - Re-appointment of Mr. Mintoo Bhandari as Director who retires by rotation	96.07054	3.92946
3.	Ordinary Resolution - Appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants, New Delhi, (Firm Registration No. 001076N/N-500013) Statutory Auditors of the Company	99.98065	0.01935
4.	Ordinary Resolution - Appointment of Mr. Lakshmi Chand as an Independent Director of the Company	99.99884	0.00116
5.	Ordinary Resolution - Appointment of Mr. Bhagwan Dass Narang as an Independent Director of the Company	96.31103	3.68897
6.	Ordinary Resolution - Appointment of Mr. Arun Duggal as an Independent Director of the Company	98.24313	1.75687
7.	Ordinary Resolution - Appointment of Mr. Eric Louis Zinterhofer as an Independent Director of the Company.	95.67444	4.32556

The above resolutions have therefore been passed by the Members of the Company with requisite majority on September 30, 2014.

//CERTIFIED TRUE COPY//
For Dish TV India Limited


Ranjit Singh
Company Secretary
Membership No.: A15442



JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S COMBINED REPORT (E-VOTING & POLL) FOR THE 26TH AGM OF DISH TV INDIA LIMITED

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20(3) (xi) & 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

26th Annual General Meeting of the Equity Shareholders of Dish TV India Limited

(held on September 29, 2014 at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya
Vidyalaya No. 2, A.P.S Colony, Delhi Cant., New Delhi – 110 010 at 11:30 AM)

**Sub: Combined Result of Voting conducted through Electronic Voting and Poll conducted at
the 26th Annual General Meeting of Dish TV India Limited held on September 29, 2014**

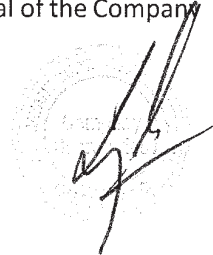
Dear Sir,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar,
Sahibabad, Ghaziabad – 201005 Uttar Pradesh, appointed as a Scrutinizer by:

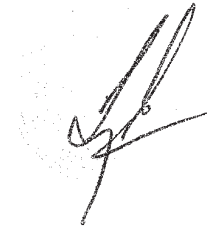
- (i) the Board of Directors of Dish TV India Limited (the "Company") at the Board Meeting held on August 26, 2014 for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 conducted from September 23, 2014 at 9:00 A.M. and ended on September 25, 2014 at 6:30 P.M. and
- (ii) the Chairman of the 26th Annual General Meeting for the Poll conducted at the Meeting under the provisions of Sections 107 and 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice calling the 26th Annual General Meeting of the Company, held on September 29, 2014 at 11.30 A.M. at Dr. Sarvepalli Radhakrishnan Auditorium, Kendriya Vidyalaya No. 2, A.P.S Colony, Delhi Cant., New Delhi – 110 010,

submit my report as hereunder :

1. The Company has on September 5, 2014 completed the dispatch of the Annual Report (electronic and physical), for the Financial Year 2013-2014 along with Notice calling the 26th Annual General Meeting of the Company (including the Attendance Slip & Proxy Form) to 163,565 Shareholders as per the records of the Company as on August 29, 2014 i.e. the cut-off date. The entitlement of Equity Shareholders to voting was determined in proportion to their equity shareholding in the paid up equity share capital of the Company as on the cut-off date.



2. As prescribed in clause (v) of sub rule 3 of the rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has duly published an advertisement regarding competition of dispatch of the Notice of 26th (Twenty Sixth) Annual General Meeting and Annual Report of the Company for the Financial Year 2013-14 in 'Business Standard' English Newspaper having Nationwide Circulation and 'Business Standard' Hindi Newspaper having Delhi circulation dated September 12, 2014.
3. The Company had engaged Central Depository Services (India) Limited ("CDSL") as the Authorized Agency for providing the E-Voting facility to the shareholders who wish to cast their votes electronically. E-voting was optional and a Shareholder was given an option to physically cast his / her vote by means of Poll at the Annual General Meeting at his / her discretion. The Company provided the facility of Electronic voting to the Shareholders of the Company which began at 9:00 A.M. on September 23, 2014 and ended at 6:30 P.M. on September 25, 2014 through the CDSL website (<https://www.evotingindia.com>). The E-voting result were unblocked by me on 26th September 2014 at 10.30 A.M. in the presence of two witnesses who were not in the employment of the Company.
4. Through the E-Voting process, 108 Equity Shareholders holding 7,83,696,786 equity shares of the Company voted on the resolutions enumerated in the Notice dated August 26, 2014, calling the 26th Annual General Meeting of the Company. The details of the voting conducting by E-Voting mechanism have been duly recorded in my Scrutinizer's E-voting Report dated September 26, 2014.
5. At the 26th Annual General Meeting of the Company held on September 29, 2014, the Chairman of the Company ordered Poll to facilitate the Shareholders present at the Annual General Meeting who did not participate in the E-voting, to record their votes through the physical Poll process. I was appointed as the Scrutinizer for scrutinizing the Poll process in a fair and transparent manner conducted at the Annual General Meeting.
6. In all 201 Shareholders (physical and E voting) holding 881,282,056 equity shares of the Company participated in the voting at the Annual General Meeting.
7. Based on the outcome of E-voting and the result on the ballots casted during Poll at the 26th Annual General Meeting of the Company, I hereby submit the consolidated results of E-Voting and Poll as under:
 - i. **As an Ordinary Resolution - Item No.1** : Adoption of Audited Financial Statements of the Company on a Standalone & Consolidated basis for the Financial Year ended March 31, 2014, including the Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the Financial Year ended on that date, and the reports of the Auditors and the Board of Directors thereon



MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID*		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
E - Voting	108	78,27,37,826	0	0	103	78,27,29,669	5	8,157
Poll	93	9,75,85,264	9	704	84	9,75,84,560	0	0
TOTAL	201	88,03,23,090	9	704	187	88,03,14,229	5	8,157

* includes Abstained from voting / voted less

Total Valid shares (3-5) = 88,03,22,386

Votes in Favour (% of Total Valid shares) = 99.99907

Votes in Against (% of Total Valid shares) = 0.00093

- ii. **As an Ordinary Resolution - Item No. 2** : Re-appointment of Mr. Mintoo Bhandari as Director who retires by rotation

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID*		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
E - Voting	108	78,27,37,826	0	0	64	74,87,25,208	44	3,40,12,618
Poll	93	9,75,85,264	12	13,22,120	79	9,57,35,813	2	5,27,331
TOTAL	201	88,03,23,090	12	13,22,120	143	84,44,61,021	46	3,45,39,949

* Abstained from voting / voted less

Total Valid shares (3-5) = 87,90,00,970

Votes in Favour (% of Total Valid shares) = 96.07054

Votes in Against (% of Total Valid shares) = 3.92946

- iii. **As an Ordinary Resolution - Item No. 3** : Appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants, New Delhi, (Firm Registration No. 001076N/N-500013) as the Statutory Auditors of the Company

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID*		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
E - Voting	102	76,69,87,350	0	0	94	76,68,20,037	8	1,67,313
Poll	93	9,75,85,264	9	704	84	9,75,84,560	0	0
TOTAL	195	86,45,72,614	9	704	178	86,44,04,597	8	1,67,313

* Abstained from voting / voted less

Total Valid shares (3-5) = 86,45,71,910

Votes in Favour (% of Total Valid shares) = 99.98065

Votes in Against (% of Total Valid shares) = 0.01935

- iv. **As an Ordinary Resolution - Item No. 4** : Appointment of Mr. Lakshmi Chand as an Independent Director of the Company

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID*		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
E - Voting	108	78,27,37,826	0	0	101	78,27,27,656	7	10,170
Poll	93	9,75,85,264	8	604	85	9,75,84,660	0	0
TOTAL	201	88,03,23,090	8	604	186	88,03,12,316	7	10,170

* Abstained from voting / voted less

Total Valid shares (3-5) = 88,03,22,486
 Votes in Favour (% of Total Valid shares) = 99.99884
 Votes in Against (% of Total Valid shares) = 0.00116

- v. **As an Ordinary Resolution - Item No. 5** : Appointment of Mr. Bhagwan Dass Narang as an Independent Director of the Company

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID*		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
E - Voting	108	78,27,37,826	0	0	68	75,02,72,688	40	3,24,65,138
Poll	93	9,75,85,264	10	262,489	83	9,73,22,775	0	0
TOTAL	201	88,03,23,090	10	262,489	151	84,75,95,463	40	3,24,65,138

* Abstained from voting / voted less

Total Valid shares (3-5) = 88,00,60,601
 Votes in Favour (% of Total Valid shares) = 96.31103
 Votes in Against (% of Total Valid shares) = 3.68897

- vi. **As an Ordinary Resolution - Item No. 6** : Appointment of Mr. Arun Duggal as an Independent Director of the Company

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID*		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
E - Voting	108	78,27,37,826	0	0	97	76,72,71,725	11	1,54,66,101
Poll	93	9,75,85,264	9	704	84	9,75,84,560	0	0
TOTAL	201	88,03,23,090	9	704	181	86,48,56,285	11	1,54,66,101

* Abstained from voting / voted less

Total Valid shares (3-5) = 88,03,22,386
 Votes in Favour (% of Total Valid shares) = 98.24313
 Votes in Against (% of Total Valid shares) = 1.75687

- vii. **As an Ordinary Resolution - Item No. 7** : Appointment of Mr. Eric Louis Zinterhofer as an Independent Director of the Company

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID*		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
E - Voting	108	78,27,37,826	0	0	61	74,52,43,442	47	3,74,94,384
Poll	93	9,75,85,264	13	13,22,220	78	9,57,35,713	2	5,27,331
TOTAL	201	88,03,23,090	13	13,22,220	139	84,09,79,155	49	3,80,21,715

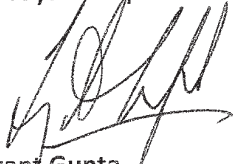
* Abstained from voting / voted less

Total Valid shares (3-5) = 87,90,00,870
Votes in Favour (% of Total Valid shares) = 95.67444
Votes in Against (% of Total Valid shares) = 4.32556

Since the number(s) of vote(s) cast in favour of each of the above mentioned resolutions 1 to 7 are more than the number of votes cast against that resolution, I hereby report that all the above said Ordinary resolutions (S. No. 1 to 7) have been duly passed with requisite majority.

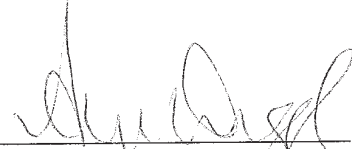
I hereby confirm that I have maintained the Registers in respect of the votes cast through E-voting and Poll along-with poll papers. I shall be handing over these records to Mr. Ranjit Singh, Company Secretary of the Company for safe keeping.

Thanking you
 Yours faithfully
For Jayant Gupta & Associates


Jayant Gupta
Proprietor
 Membership No.: F7288
 PCS : 9738



Place: New Delhi
 Date: September 30, 2014


 Signed by Mr. Arun Duggal
CHAIRMAN