

**Outcome of Voting of Annual General Meeting
(As per Clause 35A of Listing Agreement)**

Date of Annual General Meeting	July 25, 2014			
Total Number of Shareholders on Record Date (i.e. June 20, 2014 – cut-off date for e-voting purpose)	57, 185			
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	12	6	124	73
No. of shareholders attended the meeting through video conferencing	Promoters & Promoter Group		Public	
	N.A.		N.A.	

Agenda Wise

The mode of voting for all the Resolutions was:

1. E-voting conducted between July 19, 2014 to July 21, 2014 and
2. Electronic Poll conducted at the Annual General Meeting held today i.e. July 25, 2014.

Given below is the resolution wise combined Result of E-voting and Electronic Poll.

Resolution 1: To receive, consider, approve and adopt the Audited Balance Sheet as at 31 March 2014 and the Statement of Profit and Loss of the Company for the year ended on that date together with the reports of the Directors and Auditors thereon. (Ordinary Resolution)

Category	No. of Shares Held [#] (1)	No. of Votes Polled ^s (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
Promoter and Promoter Group	130967317	130967317	100.00	130967317	0	100.00	0.00
Public – Institutional Holders	112661533	67998382	60.36	67920566	77816	99.89	0.11
Public-Others	27601153	3188161	11.55	3188111	50	100.00	0.00
Total	271230003	202153860	74.53	202075994	77866	99.96	0.04



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CIN No: L24299MH1977PLC019982



Resolution 2: To declare dividend on Equity Shares. (Ordinary Resolution)

Category	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)= $[(5)/(2)]*100$
Promoter and Promoter Group	130967317	130967317	100.00	130967317	0	100.00	0.00
Public – Institutional Holders	112661533	67998382	60.36	67998382	0	100.00	0.00
Public-Others	27601153	3188161	11.55	3188143	18	100.00	0.00
Total	271230003	202153860	74.53	202153842	18	100.00	0.00

Resolution 3: To appoint a Director in place of Mrs. B. E. Saldanha (DIN 00007671) who retires by rotation and being eligible, offers herself for re-appointment as per Section 152(6) of the Companies Act, 2013. (Ordinary Resolution)

Category	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)= $[(5)/(2)]*100$
Promoter and Promoter Group	130967317	130967317	100.00	130967317	0	100.00	0.00
Public – Institutional Holders	112661533	67998382	60.36	67596108	402274	99.41	0.59
Public-Others	27601153	3188161	11.55	3188107	54	100.00	0.00
Total	271230003	202153860	74.53	201751532	402328	99.80	0.20

Resolution 4: To appoint Walker, Chandio & Co LLP (formerly Walker, Chandio & Co) (Firm Registration No. 001076N), Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration. (Ordinary Resolution)

Category	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)= $[(5)/(2)]*100$
Promoter and Promoter Group	130967317	130967317	100.00	130967317	0	100.00	0.00
Public – Institutional Holders	112661533	65724490	58.34	64791971	932519	98.58	1.42
Public-Others	27601153	3188161	11.55	3188088	73	100.00	0.00
Total	271230003	199879968	73.69	198947376	932592	99.53	0.47





Resolution 5: Appointment of Mr. Sridhar Gorthi (DIN 00035824) to continue as Independent Director for a term of five years ending on 31 March 2019. (Ordinary Resolution)

Category	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)= $[(5)/(2)]*100$
Promoter and Promoter Group	130967317	130967317	100.00	130967317	0	100.00	0.00
Public – Institutional Holders	112661533	66926382	59.40	36103255	30823127	53.94	46.06
Public-Others	27601153	3188161	11.55	3188057	104	100.00	0.00
Total	271230003	201081860	74.14	170258629	30823231	84.67	15.33

Resolution 6: Appointment of Mr. J. F. Ribeiro (DIN 00047630) to continue as Independent Director for a term of five years ending on 31 March 2019. (Ordinary Resolution)

Category	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)= $[(5)/(2)]*100$
Promoter and Promoter Group	130967317	130967317	100.00	130967317	0	100.00	0.00
Public – Institutional Holders	112661533	66911521	59.39	63201247	3710274	94.45	5.55
Public-Others	27601153	3188161	11.55	3187498	663	99.98	0.02
Total	271230003	201066999	74.13	197356062	3710937	98.15	1.85

Resolution 7: Appointment of Mr. N. B. Desai (DIN 00029023) to continue as Independent Director for a term of five years ending on 31 March 2019. (Ordinary Resolution)

Category	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)= $[(5)/(2)]*100$
Promoter and Promoter Group	130967317	130967317	100.00	130967317	0	100.00	0.00
Public – Institutional Holders	112661533	66911521	59.39	63947674	2963847	95.57	4.43
Public-Others	27601153	3188161	11.55	3188108	53	100.00	0.00
Total	271230003	201066999	74.13	198103099	2963900	98.53	1.47





Resolution 11: Appointment of Dr. Brian W. Tempest (DIN 00101235) to continue as Independent Director for a term of five years ending on 31 March 2019. (Ordinary Resolution)

Category	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
Promoter and Promoter Group	130967317	130967317	100.00	130967317	0	100.00	0.00
Public – Institutional Holders	112661533	67998382	60.36	67923108	75274	99.89	0.11
Public-Others	27601153	3188161	11.55	3188108	53	100.00	0.00
Total	271230003	202153860	74.53	202078533	75327	99.96	0.04

Resolution 12: Ratification of the remuneration payable to Sevekari, Khare & Associates, Cost Accountants, of the Company for the Financial Year ending 31 March 2015. (Ordinary Resolution)

Category	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
Promoter and Promoter Group	130967317	130967317	100.00	130967317	0	100.00	0.00
Public – Institutional Holders	112661533	67998382	60.36	67998382	0	100.00	0.00
Public-Others	27601153	3188161	11.55	3188080	81	100.00	0.00
Total	271230003	202153860	74.53	202153779	81	100.00	0.00

Resolution 13: Consent of the Company to the Board of Directors to borrow moneys in excess of the aggregate of the paid-up share capital and free reserves of the Company upto 4,000 Crores (excluding the temporary loans obtained/ to be obtained from the Company's Bankers in the ordinary course of business.) (Special Resolution)

Category	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
Promoter and Promoter Group	130967317	130967317	100.00	130967317	0	100.00	0.00
Public – Institutional Holders	112661533	67998382	60.36	67998382	0	100.00	0.00
Public-Others	27601153	3188161	11.55	3188116	45	100.00	0.00
Total	271230003	202153860	74.53	202153815	45	100.00	0.00

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

[§] excludes invalid votes.

As per the consolidated results of e-voting and Electronic Poll on Item Nos. 1 to 13 of the notice of AGM, all the resolutions are passed by requisite majority.

