

Gujarat State Petronet Limited

MINUTES OF THE 16TH ANNUAL GENERAL MEETING OF MEMBERS OF GUJARAT STATE PETRONET LIMITED HELD ON THURSDAY, THE 25TH SEPTEMBER, 2014 AT ASSEMBLY HALL, GSPC BHAVAN, BEHIND UDYOG BHAVAN, SECTOR-11, GANDHINAGAR - 382010 AT 3.00 P.M.

Following Directors were present:

Shri M M Srivastava, IAS (Retd.)	Chairman
Dr. R Vaidyanathan	Director
Shri Tapan Ray, IAS	Managing Director

In Attendance:

Shri A K Vijay Kumar, Special Director, Shri Vinay Kumar, ED (HR & Admin), Shri Ravindra Agrawal, GM (Commercial), Shri N Bose Babu, GM (Technical & O&M), Shri Manish Seth, GM (Finance) and Shri Sandeep Dave, DGM (S&L) were present in the meeting.

53 members were present in person and 16 members were present through proxies.

Chairman

Shri M M Srivastava, IAS (Retd.) took the chair and started proceedings at the meeting.

Chairman announced that the quorum for the meeting is present. Chairman's Speech was circulated to the members at the AGM. Chairman's speech and Notice of the meeting were taken as read with the permission of the members.

Thereafter, Chairman asked Shri Sandeep Dave, DGM (S&L) to read the Auditors' Report and the same was read by him.

Chairman invited questions from the members. Questions raised by the members were satisfactorily replied by the Managing Director.

Shri Sandeep Dave informed that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided facility to the Members to exercise their right to vote on all the Resolutions set out in the Notice convening 16th Annual General Meeting by electronic means. The E-voting portal was open from 9.00 A.M., Thursday, 18th September, 2014 upto 6.00 P.M. Saturday, 20th September, 2014. Shri Sandeep

Dave further informed that the Company has appointed M/s K K Patel & Associates, Practising Company Secretaries, Gandhinagar as the Scrutinizer to scrutinize the votes casted through e-voting process and at the Annual General Meeting in a fair and transparent manner. Further, the Scrutinizer has already submitted his Report on results of all Resolutions set for E-voting.

Chairman announced that those Members who had not exercised their votes through e-voting could do so through the physical Ballot Paper made available to them.

Chairman explained the rationale for Resolutions 1 to 13 proposed to be passed at the meeting.

Thereafter, Chairman took up following businesses of the notice, one by one, for consideration of the Members:-

1. Adoption of Accounts.

Proposed By : Shri N Bose Babu

Seconded By : Ms. Varnika Mohan

“RESOLVED THAT the Audited Profit and Loss Account for the financial year ended 31st March, 2014 and Audited Balance Sheet as on that date and Report of the Auditors' and Directors' thereon along with Report of Comptroller and Auditor General of India of the Company, be and are hereby adopted”.

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

2. Declaration of Dividend.

Proposed By : Mrs. Nisha Pillai

Seconded By : Ms. Sheeba Damodaran

“RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, Dividend for the financial year 2013-14 @ 10 % (i.e. Re. 1.00 per Share) on 56,27,65,713 Equity Shares, having face value of Rs. 10 each, of the Company be and is hereby approved.”

“RESOLVED FURTHER THAT Dividend be paid to the,

1. beneficial owners as at the close of business hours on 19th September, 2014 as per the list furnished by the depositories in respect of Shares held in electronic form, and
2. The members whose names appear in the register of members after giving effect to all valid transfers lodged with the Company in physical form on or before, 19th September, 2014."

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

Shri Sandeep Dave requested Dr. R Vaidyanathan to chair the meeting for agenda item No. 3 in respect of reappointment of Shri of M M Srivastava, IAS (Retd.) who is liable to retire by rotation. Thereafter, Dr. R Vaidyanathan occupied the chair for the agenda item No. 3.

3. **Re-Appointment of Shri M M Srivastava, IAS (Retd.) as a Director and Chairman of the Company [Substituted name of Shri M M Srivastava, IAS (Retd.) [DIN: 02190050] in place of Shri D J Pandian, IAS [DIN: 00015443]].**

Proposed By : Shri Ajithkumar T R

Seconded By : Shri Amit Shah

Shri Sandeep Dave informed the members that subsequent to the issuance of the AGM Notice, Shri D J Pandian, IAS [DIN: 00015443] tendered resignation from the Board of the Company consequent to his transfer from the post of ACS, Energy & Petrochemicals Department, Govt. of Gujarat. In view of cessation of Shri D J Pandian, IAS [DIN: 00015443] as Director of the Company w.e.f. 6th September, 2014, his name cannot be considered as Director liable to retire by rotation at the AGM.

However, in order to meet with the requirement of Section 152 of the Companies Act, 2013, Shri M M Srivastava, IAS (Retd.) [DIN: 02190050], Director and Chairman of the Company holding longest position on the Board of the Company has offered himself for reappointment as Director liable to retire by rotation. An addendum to AGM Notice in this regard was issued by the Company on 12th September, 2014 and the same was intimated to the members through an advertisement published in newspapers.

Shri Sandeep Dave further informed that the brief resume including directorship details of Shri M M Srivastava, IAS (Retd.) is kept open for inspection by the members at the meeting.

Thereafter, the following resolution was put up for approval of the members:

"RESOLVED THAT Shri M M Srivastava, IAS (Retd.) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Chairman and Director of the Company, liable to retire by rotation."

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

Shri Sandeep Dave, DGM (S&L) requested Shri M M Srivastava, IAS (Retd.) to chair the meeting for the rest of the resolutions. Thereafter, M M Srivastava, IAS (Retd.) occupied the chair.

4. Fixing remuneration of Statutory Auditors of the Company in terms of the provisions of Section 142 of the Companies Act, 2013.

Proposed By : Shri Y D Mahida

Seconded By : Mrs. Krinal Bhatt

"RESOLVED THAT pursuant to the provisions of Section 142 of the Companies Act, 2013, the Board of Directors of the Company be and are hereby authorized to fix the remuneration of M/s RMA & Associates, Chartered Accountants, Ahmedabad, Statutory Auditors for the Financial Year 2014 - 15".

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

5. Appointing Dr. R Vaidyanathan as an Independent Director of the Company.

Proposed By : Shri Anup Jani

Seconded By : Jatin Unadkat

"RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Dr. R Vaidyanathan [DIN: 00221577], being qualified and eligible for appointment as an Independent Director of the Company and 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 the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from the date of this Annual General Meeting i.e. upto 24th September, 2019, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation."

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

6. Appointing Prof. Yogesh Singh as an Independent Director of the Company.

Proposed By : Mrs. Amita Shah

Seconded By : Shri Nirav Shah

"RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Prof. Yogesh Singh [DIN: 06600055], being qualified and eligible for appointment as an Independent Director of the Company and 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 the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from the date of this Annual General Meeting i.e. upto 24th September, 2019, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation."

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

7. Appointing Shri Yogesh B Sinha as an Independent Director of the Company.

Shri Sandeep Dave informed the Shareholders about the withdrawal of the said Resolution due to sad demise of Shri Yogesh B Sinha. He added that an addendum to AGM Notice in this regard was issued by the Company on 12th September, 2014 and the same was intimated to the members through an advertisement published in newspapers.

Chairman mentioned that Shri Yogesh B Sinha was associated with GSPC Group since 2009. Shri Yogesh B Sinha had over 41 years of experience in oil and gas exploration and development and LNG business. His valuable contribution and support to Gujarat State Petronet Limited during his tenure as Director of the Company is commendable. GSPL Management has placed on record the appreciation of services rendered by Shri Yogesh B Sinha.

Thereafter, all the members present in the meeting observed one minute silence as a mark of respect to the departed soul.

8. Appointing Dr. Bakul Dholakia as an Independent Director of the Company.

Proposed By : Shri Saumil Kothawala

Seconded By : Mrs. Jayana Shah

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Dr. Bakul Dholakia [DIN: 00005754], being qualified and eligible for appointment as an Independent Director of the Company and 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 the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of five (5) consecutive years from the date of this Annual General Meeting i.e. upto 24th September, 2019, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

9. Appointing Smt. Vilasini Ramachandran, IAS (Retd.) as Woman Independent Director of the Company.

Proposed By : Shri Saumil Kothawala

Seconded By : Mrs. Jayana Shah

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies [Appointment and Qualifications of Directors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] and Clause 49 of the Listing Agreement, Smt. Vilasini Ramachandran, IAS (Retd.) [DIN: 02224693], being qualified and eligible for appointment as Woman Independent Director of the Company and 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 the office of the Director, be and is hereby appointed as Woman Independent Director of the Company to hold office for a period of five (5) consecutive years from the date of this Annual General Meeting i.e. upto 24th September, 2019, subject to review of annual performance, and whose term of office shall not be liable to retirement by rotation.”

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

10. **Fixing remuneration of M/s R K Patel & Co., Cost Auditor of the Company in terms of the provisions of Section 148 of the Companies Act, 2013 for the Financial Year 2014 – 2015.**

Proposed By : Shri Jignesh Maniyar

Seconded By : Shri Kalpesh Painter

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], M/s. R K Patel, & Co., Cost Accountants, Vadodara, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2015 be paid the remuneration of Rs. 1,08,000/- plus applicable taxes and out of pocket expenses incurred by them during the course of Audit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such actions as may be necessary for implementing the above Resolution.”

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

Shri Sandeep Dave requested Dr. R Vaidyanathan to chair the meeting for agenda item No. 11 in respect of payment of remuneration to Shri M M

Srivastava, IAS (Retd.), Chairman w.e.f. 28th August, 2014. Thereafter, Dr. R Vaidyanathan occupied the chair for the agenda item No. 11.

11. Approving payment of remuneration to Shri M M Srivastava, IAS (Retd.), Chairman w.e.f. 28th August, 2014.

Proposed By : Shri Ravindra Agarwal

Seconded By : Subhashish Majumdar

"RESOLVED THAT pursuant to the provisions Section 197 read with the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 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] and Listing Agreement of the Company, the Company hereby accords its approval to the payment of monthly remuneration derived on the basis of "last pay drawn minus pension" as stipulated vide Resolution No. GPC-10-2010-110000-E of Govt. of Gujarat dated 10th May, 2013 and letter dated 20th August, 2014 to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] w.e.f. 28th August, 2014 for a period of one year or till further orders by Govt. of Gujarat, whichever is earlier.

RESOLVED FURTHER THAT Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] shall also be entitled to perquisites/benefits/allowances as stipulated in the said GOG Resolution provided that the total remuneration including perquisites/benefits/allowances payable to Shri M M Srivastava, IAS (Retd.), Non-Executive Chairman [DIN: 02190050] shall not exceed the limit prescribed under the Companies Act, 2013.

RESOLVED FURTHER THAT the Company hereby accords its approval and authorizes the Board of Directors of the Company to agree to any revision/increase, variation, modification or amendment as may be decided from time to time by the Govt. of Gujarat in the terms and conditions of payment of remuneration including perquisites to Shri M M Srivastava, IAS (Retd.), Non- Executive Chairman [DIN: 02190050] in accordance with and to the extent permissible under the Companies Act, 2013 or as may be prescribed/approved by the Central Government, if such approval of Central Government is required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to the above Resolutions."

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

Shri Sandeep Dave, DGM (S&L) requested Shri M M Srivastava, IAS (Retd.) to chair the meeting for the rest of the resolutions. Thereafter, M M Srivastava, IAS (Retd.) occupied the chair.

12. Approving borrowing limit under Section 180 (1) (c) of the Companies Act, 2013.

Proposed By : Shri Manish Seth

Seconded By : Shri Dhaval Khandelwal

"RESOLVED THAT in supersession of the Resolution passed under Section 293 (1) (d) of the erstwhile Companies Act, 1956 and pursuant to Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force], consent of the Members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as "Board" which term shall include any Committee of the Board constituted / to be constituted to exercise its powers, including the powers conferred by this Resolution) to borrow from time to time such sum or sums of money as they may deem fit by way of loans / debentures or any other mode of borrowing as may be deemed fit by the Board of Directors for the purpose of business of the Company notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rs. 4000,00,00,000/- (Rupees Four Thousand Crores Only) at any time.

RESOLVED FURTHER THAT the Board of Directors or its Committee be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalizing terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents including schemes, agreements, deeds of assignment/ conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution".

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

13. Approving creation of charge/security in favour of lenders under Section 180 (1) (a) of the Companies Act, 2013.

Proposed By : Shri Rajesh Suhane

Seconded By : Shri Nilesh Tanna

“RESOLVED THAT in supersession of the Resolution passed under Section 293 (1) (a) of the erstwhile Companies Act, 1956 and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force], and the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the creation by the Board of Directors of the Company (herein after referred to as “Board” which term shall include any Committee of the Board constituted / to be constituted to exercise its powers, including the powers conferred by this Resolution) from time to time of such mortgages, charges, liens, hypothecation, assignment, transfer and/or other securities in addition to the mortgages, charges, liens, hypothecation and / or other securities created by the Company on such terms and conditions as the Board in its sole discretion may deem fit, on the Company’s assets and properties, both present and future, whether movable or immovable, including whole or substantially the whole of the Company’s undertaking (s) in favour of banks / financial institutions/debentures trustees / other lenders as may agreed to by the Board for the purpose of securing the repayment of any loans / financial assistance/other borrowings of the Company.

RESOLVED FURTHER THAT the Board of Directors or its Committee be and is hereby authorized to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalizing and executing necessary documents including schemes, agreements, deeds of assignment/ conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including power to delegate, to give effect to this Resolution.”

Thereafter, the Members were requested to cast their votes on the Ballot Papers provided to them.

After conclusion of voting through Ballot Paper, Chairman requested members to drop the Ballot Paper in the locked Ballot Box and announced that the final

results of the voting (after consolidating the results of e-voting and ballot voting) would be announced to Stock Exchanges and on the website of the Company on 26th September, 2014.

There being no other business to transact, the meeting ended with a vote of thanks to the Chair.

Results of E-voting and Ballot Voting:

The Results of E-voting (conducted from 18th September, 2014 to 20th September, 2014) and voting through Ballot Paper at the AGM, were declared on Friday, 26th September, 2014 and were intimated to the Stock Exchanges and uploaded on the website of the Company. The same are annexed herewith as **Annexure – I**.

Accordingly, the resolutions for businesses (1 to 13) as per the Notice and addendum to Notice of the Annual General Meeting were passed with requisite majority.

CHAIRMAN

Date :

Place: Gandhinagar

Annexure - I

(This document forms part of Minutes of the Sixteen (16th) Annual General Meeting of Gujarat State Petronet Limited held on Thursday, 25th September, 2014 at 3.00 P.M. at Assembly Hall, GSPC Bhavan, Sector - 11, Gandhinagar - 382010)

Voting Results (E-voting and Ballot voting) of the 16th Annual General Meeting of the Members of the Company.

Resolution 1:

Adoption of Audited Profit & Loss Account of the Company for the financial year ended 31st March, 2014 and Audited Balance Sheet as on that date and Report of Auditors' and Directors' thereon along with the Report of Comptroller and Auditor General of India.

- Resolution required: Ordinary
- Mode of voting: E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng Shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of vote s- agai nst (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	212305270	212305270	100	212305270	0	100	0
Public- Institutional holders	231644581	181212596	78.2287	181212596	0	100	0
Public-Others	118790101	8953568	7.5373	8953093	475	99.9946	0.0053
Total (A)	562739952	402471434		402470959	475		

Resolution 2:

Declaration of Dividend for the financial year ended 2013 - 14.

- Resolution required: Ordinary
- Mode of voting: E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng Shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of vote s- agai nst (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	212305270	212305270	100	212305270	0	100	0
Public- Institutional holders	231644581	197110353	85.0917	197110353	0	100	0
Public-Others	118790101	8941439	7.5271	8941239	200	99.9977	0.0022
Total (A)	562739952	418357062		418356862	200		

Resolution 3:

Re-appointment of Director in place of Shri M M Srivastava, IAS (Retd.), Director and Chairman (DIN: 02190050) who retires by rotation and being eligible offers himself for re-appointment [Substituted in place of Shri D J Pandian, IAS, (DIN: 00015443)]

- Resolution required: Ordinary
- Mode of voting: E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng Shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of votes- again st (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]* 100	% of Votes again st on votes polled (7)= [(5)/(2)] * 100
Promoter and Promoter Group	212305270	212305270	100	212305270	0	100	0
Public- Institutional holders	231644581	197110353	85.0917	196822148	288205	99.8537	0.1462
Public-Others	118790101	8952569	7.5365	8949200	3369	99.9623	0.0376
Total (A)	562739952	418368192		418076618	291574		

Resolution 4:

Fixing remuneration of Statutory Auditors of the Company for the Financial Year 2014 - 15 in terms of the provisions of Section 142 of the Companies Act, 2013.

- **Resolution required:** Ordinary
- **Mode of voting:** E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng Shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of votes- against t (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]* 100	% of Votes against on votes polled (7)= [(5)/(2)] *
Promoter and Promoter Group	212305270	212305270	100	212305270	0	100	0
Public- Institutional holders	231644581	197110353	85.0917	197024949	85404	99.9566	0.0433
Public-Others	118790101	8941309	7.527	8940834	475	99.9946	0.0053
Total (A)	562739952	418356932		418271053	85879		

Resolution 5:

Appointment of Dr. R Vaidyanathan (DIN: 00221577) as an Independent Director.

- **Resolution required:** Ordinary
- **Mode of voting:** E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng Shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of votes- against t (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]* 100	% of Votes against on votes polled (7)= [(5)/(2)] *
Promoter and Promoter Group	212305270	212305270	100	212305270	0	100	0

Public-Institutional holders	231644581	197110353	85.0917	196986417	123936	99.9371	0.0628
Public-Others	118790101	8952569	7.5365	8951646	923	99.9896	0.0103
Total (A)	562739952	418368192		418243333	124859		

Resolution 6:

Appointment of Prof. Yogesh Singh (DIN: 06600055) as an Independent Director.

- **Resolution required:** Ordinary
- **Mode of voting:** E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng 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	212305270	212305270	100	212305270	0	100	0
Public-Institutional holders	231644581	197110353	85.0917	196986417	123936	99.9371	0.0628
Public-Others	118790101	8952569	7.5365	8950700	1869	99.9791	0.0208
Total (A)	562739952	418368192		418242387	125805		

Resolution 7:

Resolution withdrawn due to sad demise of Shri Yogesh B Sinha (DIN: 02902722), Independent Director on the Board of the Company.

Resolution 8:

Appointment of Dr. Bakul Dholakia (DIN: 00005754) as an Independent Director.

- **Resolution required:** Ordinary
- **Mode of voting:** E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng 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 t on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	212305270	212305270	100	212305270	0	100	0
Public- Institutional holders	231644581	197110353	85.0917	197110353	0	100	0
Public-Others	118790101	8952419	7.5363	8950540	1879	99.979	0.0209
Total (A)	562739952	418368042		418366163	1879		

Resolution 9:

Appointment of Smt. Vilasini Ramachandran, IAS (Retd.) (DIN: 02224693) as Woman Independent Director.

- **Resolution required:** Ordinary
- **Mode of voting:** E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng 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 t on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	212305270	212305270	100	212305270	0	100	0
Public- Institutional holders	231644581	197110353	85.0917	197110353	0	100	0
Public-Others	118790101	8950508	7.5347	8948689	1819	99.9796	0.0203
Total (A)	562739952	418366131		418364312	1819		

Resolution 10:

Fixing remuneration of M/s R. K. Patel, & Co., Cost Auditor of Company in terms of the provisions of Section 148 of Companies Act, 2013 for the Financial Year 2014 - 2015.

- Resolution required: Ordinary
- Mode of voting: E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng 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	212305270	212305270	100	212305270	0	100	0
Public- Institutional holders	231644581	197110353	85.0917	197024949	85404	99.9566	0.0433
Public-Others	118790101	8953438	7.5372	8952803	635	99.9929	0.007
Total (A)	562739952	418369061		418283022	86039		

Resolution 11:

Approving payment of remuneration to Shri M. M. Srivastava, IAS (Retd.), Chairman [DIN: 02190050] w.e.f. 28th August, 2014.

- Resolution required: Ordinary
- Mode of voting: E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng 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
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							100
Promoter and Promoter Group	212305270	212305270	100	212305270	0	100	0
Public-Institutional holders	231644581	197110353	85.0917	197110353	0	100	0
Public-Others	118790101	8952439	7.5364	8950610	1829	99.9795	0.0204
Total (A)	562739952	418368062		418366233	1829		

Resolution 12:

Approving borrowing limit under section 180 (1) (c) of the Companies Act, 2013.

- Resolution required: Special
- Mode of voting: E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng 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 t on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	212305270	212305270	100	212305270	0	100	0
Public-Institutional holders	231644581	197110353	85.0917	197110353	0	100	0
Public-Others	118790101	8953569	7.5373	8952078	1491	99.9833	0.0166
Total (A)	562739952	418369192		418367701	1491		

Resolution 13:

Approving creation of charge / security in favour of lenders under section 180(1) (a) of the Companies Act, 2013.

- Resolution required: Special
- Mode of voting: E-voting/ Ballot voting at AGM

Promoter/ Public	No. of Shares held (1)	No. of votes polled (2)	% of Votes polled on outstandi ng 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 t on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	212305270	212305270	100	212305270	0	100	0
Public- Institutional holders	231644581	197038229	85.0606	197038229	0	100	0
Public-Others	118790101	8953569	7.5373	8952914	655	99.9926	0.0073
Total (A)	562739952	418297068		418296413	655		