

August 28, 2014

**Department of Corporate Services**  
**BSE Limited**  
P. J. Towers, Dalal Street,  
Mumbai 400 001

Fax No.: (022) 22722037/39/41/61,  
(022) 22723121/3719/1278/1557/3354/3577

*Scrip code: 533273*

**The Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai 400051

Fax No.: (022) 26598237/38, 26598347/48

*Scrip Symbol: OBEROIRLTY*

**Subject: Details of Voting Results of the 16<sup>th</sup> Annual General Meeting**

**Ref: Clause 35A of the Listing Agreement**

Dear Sir/Madam,

As required under Clause 35A of the Listing Agreement, enclosed are the details of the voting results at the 16<sup>th</sup> Annual General Meeting held on August 27, 2014 in the format prescribed.

Kindly take the above on record.

Thanking You,

**For Oberoi Realty Limited**

  
**Bhaskar Kshirsagar**  
Company Secretary

Encl: As above

**Details of Voting Results**

<b>Date of the AGM:</b>	August 27, 2014
<b>Total number of shareholders on record date (cut off date) (i.e August 14, 2014)</b>	16,333
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
<i>Promoters and Promoter Group:</i>	3
<i>Public:</i>	56
<b>No. of shareholders attended the meeting through Video Conferencing</b>	Not arranged
<i>Promoters and Promoter Group:</i>	
<i>Public:</i>	

**Agenda – wise**

The mode of voting on all the resolutions was:

1. e-Voting conducted from August 21, 2014 to August 23, 2014;
2. voting through physical ballots (by post) upto August 23, 2014; and
3. voting through physical ballots conducted at the Annual General Meeting.



**Resolution No. 1:** To consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,49,97,316	44.83	2,49,97,316	-	100.00	-
Public-Others	2,63,02,238	7,262	0.03	7,162	100	98.62	1.38
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,79,524</b>	<b>82.62</b>	<b>27,11,79,424</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 2:** To declare dividend on Equity Shares (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,50,05,696	-	100.00	-
Public-Others	2,63,02,238	7,262	0.03	7,162	100	98.62	1.38
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,904</b>	<b>82.62</b>	<b>27,11,87,804</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 3:** Re-appointment of Mr. Vikas Oberoi, who retires by rotation (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,44,26,931	5,78,765	97.69	2.31
Public-Others	2,63,02,238	7,262	0.03	7,162	100	98.62	1.38
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,904</b>	<b>82.62</b>	<b>27,06,09,039</b>	<b>5,78,865</b>	<b>99.79</b>	<b>0.21</b>

**Resolution No. 4:** Re-appointment of M/s P. Raj & Co., Chartered Accountant as the Statutory Auditor (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,50,05,696	-	100.00	-
Public-Others	2,63,02,238	7,262	0.03	7,162	100	98.62	1.38
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,904</b>	<b>82.62</b>	<b>27,11,87,804</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>

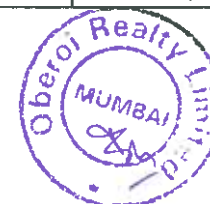


**Resolution No. 5:** Appointment of Mr. Anil Harish as an Independent Director (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,40,89,601	9,16,095	96.34	3.66
Public-Others	2,63,02,238	6,762	0.03	6,662	100	98.52	1.48
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,404</b>	<b>82.62</b>	<b>27,02,71,209</b>	<b>9,16,195</b>	<b>99.66</b>	<b>0.34</b>

**Resolution No. 6:** Appointment of Mr. T.P. Ostwal as an Independent Director (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,46,47,096	3,58,600	98.57	1.43
Public-Others	2,63,02,238	6,762	0.03	6,622	140	97.93	2.07
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,404</b>	<b>82.62</b>	<b>27,08,28,664</b>	<b>3,58,740</b>	<b>99.87</b>	<b>0.13</b>



**Resolution No. 7:** Appointment of Mr. Venkatesh Mysore as an Independent Director (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	1,29,48,975	1,20,56,721	51.78	48.22
Public-Others	2,63,02,238	6,762	0.03	6,662	100	98.52	1.48
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,404</b>	<b>82.62</b>	<b>25,91,30,583</b>	<b>1,20,56,821</b>	<b>95.55</b>	<b>4.45</b>

**Resolution No. 8:** Appointment of Mr. Vikas Oberoi as Managing Director for a term of 5 years (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,48,11,146	1,94,550	99.22	0.78
Public-Others	2,63,02,238	6,762	0.03	6,662	100	98.52	1.48
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,404</b>	<b>82.62</b>	<b>27,09,92,754</b>	<b>1,94,650</b>	<b>99.93</b>	<b>0.07</b>



**Resolution No. 9:** Appointment of Mr. Saumil Daru as Director- Finance for a term of 5 years (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,46,47,096	3,58,600	98.57	1.43
Public-Others	2,63,02,238	6,762	0.03	6,622	140	97.93	2.07
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,404</b>	<b>82.62</b>	<b>27,08,28,664</b>	<b>3,58,740</b>	<b>99.87</b>	<b>0.13</b>

**Resolution No. 10:** Authority to borrow moneys in excess of paid up capital and free reserves of the company in terms of Section 180(1)(c) of the Companies Act, 2013 (Special resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,50,05,696	-	100.00	-
Public-Others	2,63,02,238	7,262	0.03	6,662	600	91.74	8.26
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,904</b>	<b>82.62</b>	<b>27,11,87,304</b>	<b>600</b>	<b>100.00</b>	<b>0.00</b>



**Resolution No. 11:** Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013 (Special resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,50,05,696	-	100.00	-
Public-Others	2,63,02,238	7,262	0.03	6,662	600	91.74	8.26
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,904</b>	<b>82.62</b>	<b>27,11,87,304</b>	<b>600</b>	<b>100.00</b>	<b>0.00</b>

**Resolution No. 12:** Approval of offer or invitation to subscribe Non-Convertible Debentures on private placement (Special resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,50,05,696	-	100.00	-
Public-Others	2,63,02,238	7,262	0.03	6,662	600	91.74	8.26
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,904</b>	<b>82.62</b>	<b>27,11,87,304</b>	<b>600</b>	<b>100.00</b>	<b>0.00</b>





**Resolution No. 13:** Authority under Section 181 of Companies Act, 2013 to contribute monies to bona fide and other charitable funds  
(Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	1,09,73,660	1,40,32,036	43.88	56.12
Public-Others	2,63,02,238	7,262	0.03	7,162	100	98.62	1.38
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,904</b>	<b>82.62</b>	<b>25,71,55,768</b>	<b>1,40,32,136</b>	<b>94.83</b>	<b>5.17</b>

**Resolution No. 14:** Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2015 (Ordinary resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	24,61,74,946	24,61,74,946	100.00	24,61,74,946	-	100.00	-
Public – Institutional holders	5,57,56,078	2,50,05,696	44.85	2,50,05,696	-	100.00	-
Public-Others	2,63,02,238	7,262	0.03	6,582	680	90.64	9.36
<b>Total</b>	<b>32,82,33,262</b>	<b>27,11,87,904</b>	<b>82.62</b>	<b>27,11,87,224</b>	<b>680</b>	<b>100.00</b>	<b>0.00</b>



August 28, 2014

**1. Department of Corporate Services  
BSE Limited**  
P. J. Towers, Dalal Street,  
Mumbai 400 001

*Scrip code: 533273*

**2. The Listing Department  
National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai 400051

*Scrip Symbol: OBEROIRLTY*

**3. Central Depository Services India Ltd.**  
e-Voting Division  
16<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai 400 001

*ISIN: INE093I01010*

*EVSN: 140808005*

**Subject: Declaration of Results of the voting on resolutions set out in notice of 16<sup>th</sup> Annual General Meeting held on August 27, 2014**

Dear Sir,

Pursuant to the provisions of Section 96 of the Companies Act, 2013, the 16<sup>th</sup> Annual General Meeting (AGM) of the Company was convened on August 27, 2014 at The Hall of Culture, Ground Floor, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018 at 3.00 p.m. to seek the approval of members of the Company on the resolutions set out in the notice dated July 19, 2014.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company had provided facility to the members to vote electronically and also by physical ballot on aforesaid resolutions and had appointed Mr. Himanshu S. Kamdar, Practicing Company Secretary, as the Scrutinizer to conduct the voting process in a fair and transparent manner.

The Scrutinizer has submitted his report on the e-voting and the physical ballot, a copy of which is attached hereto. The summary of the voting results is as under:





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CIN: L45200MH1998PLC114818

corporate@oberoirealty.com

Sr. No. @	Particulars	% of shares voted in favour of the resolution	% of shares voted against the resolution
1.	To consider and adopt the Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)	100.00	0.00
2.	To declare dividend on Equity Shares (Ordinary Resolution)	100.00	0.00
3.	Re-appointment of Mr. Vikas Oberoi, who retires by rotation (Ordinary Resolution)	99.79	0.21
4.	Re-appointment of M/s P. Raj & Co., Chartered Accountant as the Statutory Auditor (Ordinary Resolution)	100.00	0.00
5.	Appointment of Mr. Anil Harish as an Independent Director (Ordinary Resolution)	99.66	0.34
6.	Appointment of Mr. T.P. Ostwal as an Independent Director (Ordinary Resolution)	99.87	0.13
7.	Appointment of Mr. Venkatesh Mysore as an Independent Director (Ordinary Resolution)	95.55	4.45
8.	Appointment of Mr. Vikas Oberoi as Managing Director for a term of 5 years (Ordinary Resolution)	99.93	0.07
9.	Appointment of Mr. Saumil Daru as Director-Finance for a term of 5 years (Ordinary Resolution)	99.87	0.13
10.	Authority to borrow moneys in excess of paid up capital and free reserves of the Company in terms of Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)	100.00	0.00
11.	Authority to create security in terms of Section 180(1)(a) of the Companies Act, 2013 (Special Resolution)	100.00	0.00
12.	Approval of offer or invitation to subscribe Non-Convertible Debentures on private placement (Special Resolution).	100.00	0.00
13.	Authority under Section 181 of Companies Act, 2013 to contribute monies to bona fide and other charitable funds (Ordinary Resolution).	94.83	5.17
14.	Ratification of remuneration payable to M/s. Kishore Bhatia & Associates, Cost Auditors of the Company for the financial year ending March 31, 2015 (Ordinary Resolution).	100.00	0.00

@ as per notice of AGM dated July 19, 2014





**OBEROI  
REALTY**

CIN: L45200MH1998PLC114818

corporate@oberoirealty.com

Accordingly, the Chairman has on August 28, 2014 declared that all the 14 (fourteen) resolutions, as set out in the Notice of the 16<sup>th</sup> AGM of the Company, have been passed with requisite majority by the Members of the Company.

Kindly take the above on record.

For **Oberoi Realty Limited**

**Bhaskar Kshirsagar**  
Company Secretary



Encl: As above

# Rathi & Associates

## COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

August 28, 2014

The Chairman,  
**Oberoi Realty Limited**  
Commerz, 3<sup>rd</sup> Floor, International Business Park,  
Oberoi Garden City, Off W.E. Highway,  
Goregaon (E),  
Mumbai – 400 063.

Dear Sir,

**Sub: Scrutinizer's Report on the voting process conducted for the 16<sup>th</sup> Annual General Meeting of Shareholders of Oberoi Realty Limited held on August 27, 2014**

Oberoi Realty Limited ("the Company"), has vide resolution of its Board of Directors dated May 10, 2014, appointed the undersigned as the Scrutinizer to ensure that the process of e-Voting and physical voting through ballot on the resolutions, as prescribed under Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act"), placed for the approval of members as per the Notice dated July 19, 2014 be carried out in the fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and the applicable provisions of the Listing Agreement, relating to e-voting and ballot voting on the resolutions contained in the Notice to the 16<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the voting process through electronic means and ballot at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (CDSL) and of voting through ballot as provided by Link Intime (India) Private Limited, the agencies engaged by the Company to provide voting facilities.





As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act was sent to the Shareholders by Courier and through e-mail, for seeking approval of members on following resolutions:

- (a) Resolution No. 1 as an Ordinary Resolution for consideration and adoption of Audited Balance Sheet as at March 31, 2014 and the Statement of Profit & Loss for the financial year ended on that date together with the Report of the Directors' and Auditors' thereon.
- (b) Resolution No. 2 as an Ordinary Resolution to declare dividend on Equity Shares at the rate of ₹ 2/- per Equity Share of ₹ 10/- each.
- (c) Resolution No. 3 as an Ordinary Resolution to re-appoint Mr. Vikas Oberoi (holding DIN 00011701), who retires by rotation.
- (d) Resolution No. 4 as an Ordinary Resolution for re-appointment of M/s P. Raj & Co., Chartered Accountants, as Statutory Auditors of the Company for a period of 3 years, to hold office from the conclusion of the 16<sup>th</sup> Annual General Meeting till the conclusion of the 19<sup>th</sup> Annual General Meeting and to fix their remuneration.
- (e) Resolution No. 5 as an Ordinary Resolution for appointment of Mr. Anil Harish (DIN 00001685), as an Independent Director to hold office for a term of five years, w.e.f. August 27, 2014.
- (f) Resolution No. 6 as an Ordinary Resolution for appointment of Mr. T.P. Ostwal (DIN 00821268), as an Independent Director to hold office for a term of five years, w.e.f. August 27, 2014.
- (g) Resolution No. 7 as an Ordinary Resolution for appointment of Mr. Venkatesh Mysore (DIN 01401447), as an Independent Director to hold office for a term of five years, w.e.f. August 27, 2014.
- (h) Resolution No. 8 as an Ordinary Resolution for appointment of Mr. Vikas Oberoi (DIN 00011701), as the Managing Director to hold office for a term of five years, w.e.f. December 4, 2014.



- (i) Resolution No. 9 as an Ordinary Resolution for appointment of Mr. Saumil Daru (DIN 03533268), as a Whole-time Director of the Company, designated as Director - Finance to hold office for a term of five years, w.e.f. May 10, 2014.
- (j) Resolution No. 10 as a Special Resolution for authorizing the Board of Directors of the Company, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, to borrow monies in excess of the aggregate of Paid-up Share Capital and Free Reserves of the Company but not exceeding the maximum outstanding amount of ₹ 3,000 Crores (Rupees Three Thousand Crores).
- (k) Resolution No. 11 as a Special Resolution for authorizing the Board of Directors of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, to create charge on the assets of the Company in favour of bank(s)/financial institution(s) or such other lenders to secure borrowings upto a maximum amount of ₹ 3,000 Crores (Rupees Three Thousand Crores).
- (l) Resolution No. 12 as a Special Resolution for authorizing the Board of Directors of the Company, pursuant to the provisions of Section 42 of the Companies Act, 2013, to offer by way of private placement, Non-Convertible Debentures of the Company upto an aggregate amount of ₹ 1,500 Crores (Rupees Fifteen Hundred Crores), in one or more offering(s) during the period of one year i.e. from August 27, 2014 till August 26, 2015.
- (m) Resolution No. 13 as an Ordinary Resolution for authorizing the Board of Directors of the Company, pursuant to the provisions of Section 181 of the Companies Act, 2013, to contribute to bona fide charitable and other funds, such amount(s) in any financial year, as the Board may in its absolute discretion deem fit of an amount not exceeding of ₹ 5 Crores or five percent of the Company's average net profits for the three immediately preceding financial years, whichever is higher .
- (n) Resolution No. 14 as an Ordinary Resolution for ratification of payment of remuneration for the financial year ending March 31, 2015 to Cost Auditors M/s. Kishore Bhatia & Associates, Cost Accountants of the Company.

The Company provided the E-Voting facility offered by CDSL to cast votes on aforesaid resolutions through e-Voting by the members of the Company. The Company had also sent Ballot Forms with the Annual Report to all the Shareholders, pursuant to the provisions of Clause 35B of the Listing Agreement to enable them to vote through postal ballot.





E-voting facilities were made available to shareholders of the Company to exercise their voting rights from 9.00 a.m. of Thursday, 21<sup>st</sup> August, 2014 upto 6.00 p.m. of Saturday, 23<sup>rd</sup> August, 2014. Accordingly, e-votes casted upto 6.00 p.m. of 23<sup>rd</sup> August, 2014 have been considered for my scrutiny.

The Company also distributed physical ballots to all the members present at the 16<sup>th</sup> Annual General Meeting to enable them to cast their votes on the aforesaid resolutions.

A summary of the votes cast by shareholders through e-Voting and physical ballot at the Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through e-Voting and physical ballots at the 16<sup>th</sup> Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES  
COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR  
PARTNER  
FCS NO. 5171  
COP NO. 3030**





**ANNEXURE**

The summary of the votes cast through e-Voting confirmations and Physical Ballot received for each of the resolutions is given below:

**For Resolution 1:**

Sr. No.	Particulars	Resolution 1	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	97	271179019
	<b>Total</b>	<b>100</b>	<b>271179524</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>100</b>	<b>271179524</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	99	271179424
	<b>% of Assent</b>	-	<b>100.00</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	100
	<b>% of Dissent</b>	-	<b>0.00</b>

**For Resolution 2:**

Sr. No.	Particulars	Resolution 2	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	98	271187399
	<b>Total</b>	<b>101</b>	<b>271187904</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>101</b>	<b>271187904</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	100	271187804
	<b>% of Assent</b>	-	<b>100.00</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	100
	<b>% of Dissent</b>	-	<b>0.00</b>



**For Resolution 3:**

Sr. No.	Particulars	Resolution 3	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	98	271187399
	<b>Total</b>	<b>101</b>	<b>271187904</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>101</b>	<b>271187904</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	91	270609039
	<b>% of Assent</b>	-	<b>99.79</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	10	578865
	<b>% of Dissent</b>	-	<b>0.21</b>

**For Resolution 4:**

Sr. No.	Particulars	Resolution 4	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	98	271187399
	<b>Total</b>	<b>101</b>	<b>271187904</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>101</b>	<b>271187904</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	100	271187804
	<b>% of Assent</b>	-	<b>100.00</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	1	100
	<b>% of Dissent</b>	-	<b>0.00</b>



**For Resolution 5:**

Sr. No.	Particulars	Resolution 5	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	97	271186899
	<b>Total</b>	<b>100</b>	<b>271187404</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>100</b>	<b>271187404</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	87	270271209
	<b>% of Assent</b>	-	<b>99.66</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	13	916195
	<b>% of Dissent</b>	-	<b>0.34</b>

**For Resolution 6:**

Sr. No.	Particulars	Resolution 6	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	97	271186899
	<b>Total</b>	<b>100</b>	<b>271187404</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>100</b>	<b>271187404</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	93	270828664
	<b>% of Assent</b>	-	<b>99.87</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	7	358740
	<b>% of Dissent</b>	-	<b>0.13</b>





**For Resolution 7:**

Sr. No.	Particulars	Resolution 7	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	97	271186899
	<b>Total</b>	<b>100</b>	<b>271187404</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>100</b>	<b>271187404</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	*61	259130583
	<b>% of Assent</b>	-	<b>95.55</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	*40	12056821
	<b>% of Dissent</b>	-	<b>4.45</b>

\*A member has casted partial votes in favour of the resolutions and partial votes against the resolutions.

**For Resolution 8:**

Sr. No.	Particulars	Resolution 8	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	97	271186899
	<b>Total</b>	<b>100</b>	<b>271187404</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>100</b>	<b>271187404</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	97	270992754
	<b>% of Assent</b>	-	<b>99.93</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	3	194650
	<b>% of Dissent</b>	-	<b>0.07</b>



**For Resolution 9:**

Sr. No.	Particulars	Resolution 9	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	97	271186899
	<b>Total</b>	<b>100</b>	<b>271187404</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>100</b>	<b>271187404</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	93	270828664
	<b>% of Assent</b>	-	<b>99.87</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	7	358740
	<b>% of Dissent</b>	-	<b>0.13</b>

**For Resolution 10:**

Sr. No.	Particulars	Resolution 10	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	98	271187399
	<b>Total</b>	<b>101</b>	<b>271187904</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>101</b>	<b>271187904</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	99	271187304
	<b>% of Assent</b>	-	<b>100.00</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	2	600
	<b>% of Dissent</b>	-	<b>0.00</b>



**For Resolution 11:**

Sr. No.	Particulars	Resolution 11	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	98	271187399
	<b>Total</b>	<b>101</b>	<b>271187904</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>101</b>	<b>271187904</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	99	271187304
	<b>% of Assent</b>	-	<b>100.00</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	2	600
	<b>% of Dissent</b>	-	<b>0.00</b>

**For Resolution 12:**

Sr. No.	Particulars	Resolution 12	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	98	271187399
	<b>Total</b>	<b>101</b>	<b>271187904</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>101</b>	<b>271187904</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	99	271187304
	<b>% of Assent</b>	-	<b>100.00</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	2	600
	<b>% of Dissent</b>	-	<b>0.00</b>





**For Resolution 13:**

Sr. No.	Particulars	Resolution 13	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	98	271187399
	<b>Total</b>	<b>101</b>	<b>271187904</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>101</b>	<b>271187904</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	64	257155768
	<b>% of Assent</b>	-	<b>94.83</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	37	14032136
	<b>% of Dissent</b>	-	<b>5.17</b>

**For Resolution 14:**

Sr. No.	Particulars	Resolution 14	
		No. of Ballots / E-Voting	No. of Shares voted
a.	Votes cast through physical ballot	3	505
b.	e-Voting Confirmations received	98	271187399
	<b>Total</b>	<b>101</b>	<b>271187904</b>
c.	Less: Invalid Ballot / e-Voting confirmations	0	0
d.	<b>Net Valid Physical Ballot Forms / e-Voting</b>	<b>101</b>	<b>271187904</b>
	(i) Physical Ballot Forms / e-Voting with assent for the Resolution	98	271187224
	<b>% of Assent</b>	-	<b>100.00</b>
	(ii) Physical Ballot Forms / e-Voting with dissent for the Resolution	3	680
	<b>% of Dissent</b>	-	<b>0.00</b>

