



RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT, 2013 AND RULE 21(2) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE 71<sup>st</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON MONDAY THE 21<sup>st</sup> JULY, 2014 AT 10:00 AM AT THE REGISTERED OFFICE OF THE COMPANY, AT POLLIBETTA, SOUTH KODAGU, KARNATAKA- 571 215.

Mode of Voting	Votes in favour	Votes against	Total	% of votes in favour of the resolution	% of votes against the resolution
<b>Resolution No.1: Adoption of Financial Statements, Directors and Auditor's Report for the year ended 31<sup>st</sup> March, 2014.</b>					
E-voting/Postal Ballot	10928884	0	10928884	100	0
Poll	63279	0	63279	100	0
<b>Total</b>	<b>10992163</b>	<b>0</b>	<b>10992163</b>	<b>100</b>	<b>0</b>
Based on the above, the Resolution has been passed with requisite majority.					
<b>Resolution No. 2:-Declaration of Dividend on Equity Shares.</b>					
E-voting/Postal Ballot	10930274	10	10930284	99.9999	0.0001
Poll	63277	2	63279	99.997	0.003
<b>Total</b>	<b>10993551</b>	<b>12</b>	<b>10993563</b>	<b>99.9999</b>	<b>0.0001</b>
Based on the above, the Resolution has been passed with requisite majority.					
<b>Resolution No. 3:-Re-appointment of Mr. Harish Bhat as Director, who retires by rotation.</b>					
E-voting/Postal Ballot	10928476	218	10928694	99.998	0.002
Poll	63279	0	63279	100	0
<b>Total</b>	<b>10991755</b>	<b>218</b>	<b>10991973</b>	<b>99.998</b>	<b>0.002</b>
Based on the above, the Resolution has been passed with requisite majority					



**TATA COFFEE LIMITED**

57 Railway Parallel Road, Kumara Park West Bangalore 560020  
 Tel: 91 80 23560695-97 23561976-81 Fax 91 80 23341843  
 Registered Office: Pollibetta 571215 South Kodagu Karnataka India  
 CIN: L01131KA1943PLC000833 Website: [www.tatacoffee.com](http://www.tatacoffee.com)



Mode of Voting	Votes in favour	Votes against	Total	% of votes in favour of the resolution	% of votes against the resolution
<b>Resolution No. 4:-Appointment of Auditors.</b>					
E-voting/Postal Ballot	10928353	27	10928380	99.9998	0.0002
Poll	63257	0	63257	100	0
<b>Total</b>	<b>10991610</b>	<b>27</b>	<b>10991637</b>	<b>99.9998</b>	<b>0.0002</b>
Based on the above, the Resolution has been passed with requisite majority					
<b>Resolution No. 5:-Appointment of Mr. S.Santhanakrishnan as an Independent Director.</b>					
E-voting/Postal Ballot	10928207	462	10928669	99.996	0.004
Poll	63279	0	63279	100	0
<b>Total</b>	<b>10991486</b>	<b>462</b>	<b>10991948</b>	<b>99.996</b>	<b>0.004</b>
Based on the above, the Resolution has been passed with requisite majority					
<b>Resolution No. 6:-Appointment of Mr. D.R.Kaarthikeyan as an Independent Director.</b>					
E-voting/Postal Ballot	10928159	477	10928636	99.996	0.004
Poll	63277	2	63279	99.997	0.003
<b>Total</b>	<b>10991436</b>	<b>479</b>	<b>10991915</b>	<b>99.996</b>	<b>0.004</b>
Based on the above, the Resolution has been passed with requisite majority					
<b>Resolution No. 7:-Appointment of Mr. Venu Srinivasan as an Independent Director.</b>					
E-voting/Postal Ballot	10928172	495	10928667	99.995	0.005
Poll	63279	0	63279	100	0
<b>Total</b>	<b>10991451</b>	<b>495</b>	<b>10991946</b>	<b>99.995</b>	<b>0.005</b>
Based on the above, the Resolution has been passed with requisite majority					





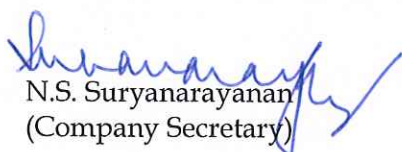
Mode of Voting	Votes in favour	Votes against	Total	% of votes in favour of the resolution	% of votes against the resolution
<b>Resolution No. 8:-Appointment of Prof. Arun Monappa as an Independent Director.</b>					
E-voting/Postal Ballot	10928273	348	10928621	99.997	0.003
Poll	63079	0	63079	100	0
<b>Total</b>	<b>10991352</b>	<b>348</b>	<b>10991700</b>	<b>99.997</b>	<b>.003</b>
Based on the above, the Resolution has been passed with requisite majority.					
<b>Resolution No. 9:-Appointment of Mr. T. Radhakrishnan as Director.</b>					
E-voting/Postal Ballot	10928195	338	10928533	99.997	0.003
Poll	63279	0	63279	100	0
<b>Total</b>	<b>10991474</b>	<b>338</b>	<b>10991812</b>	<b>99.997</b>	<b>0.003</b>
Based on the above, the Resolution has been passed with requisite majority.					
<b>Resolution No. 10:-Appointment of Mr. T. Radhakrishnan as Executive Director- ICD Operations.</b>					
E-voting/Postal Ballot	10928603	33	10928636	99.9997	0.0003
Poll	63279	0	63279	100	0
<b>Total</b>	<b>10991882</b>	<b>33</b>	<b>10991915</b>	<b>99.9997</b>	<b>0.0003</b>
Based on the above, the Resolution has been passed with requisite majority.					
<b>Resolution No. 11:-Appointment of Mr. Hameed Huq as Managing Director.</b>					
E-voting/Postal Ballot	10928085	220	10928305	99.998	0.002
Poll	63279	0	63279	100	0
<b>Total</b>	<b>10991364</b>	<b>220</b>	<b>10991584</b>	<b>99.998</b>	<b>0.002</b>
Based on the above, the Resolution has been passed with requisite majority.					





Mode of Voting	Votes in favour	Votes against	Total	% of votes in favour of the resolution	% of votes against the resolution
<b>Resolution No. 12:-Appointment of Mr. M. Deepak Kumar as Executive Director- Finance.</b>					
E-voting/Postal Ballot	10928032	342	10928374	99.997	0.003
Poll	63279	0	63279	100	0
<b>Total</b>	<b>10991311</b>	<b>342</b>	<b>10991653</b>	<b>99.997</b>	<b>0.003</b>
Based on the above, the Resolution has been passed with requisite majority					
<b>Resolution No. 13:-Payment of commission to Non-Executive Directors.</b>					
E-voting/Postal Ballot	10927524	796	10928320	99.993	0.007
Poll	63277	0	63277	100	0
<b>Total</b>	<b>10990801</b>	<b>796</b>	<b>10991597</b>	<b>99.993</b>	<b>0.007</b>
Based on the above, the Resolution has been passed with requisite majority					
<b>Resolution No. 14:-Approval of Borrowing Limits of the Company.</b>					
E-voting/ Postal Ballot	10928220	169	10928389	99.998	0.002
Poll	63277	2	63279	99.997	0.003
<b>Total</b>	<b>10991497</b>	<b>171</b>	<b>10991668</b>	<b>99.998</b>	<b>0.002</b>
Based on the above, the Resolution has been passed with requisite majority					
<b>Resolution No. 15:-Creation of Mortgage/Charge on the assets of the Company.</b>					
E-voting/ Postal Ballot	10928025	359	10928384	99.997	0.003
Poll	63277	2	63279	99.997	0.003
<b>Total</b>	<b>10991302</b>	<b>361</b>	<b>10991663</b>	<b>99.997</b>	<b>0.003</b>
Based on the above, the Resolution has been passed with requisite majority					

For Tata Coffee Limited

  
N.S. Suryanarayanan  
(Company Secretary)





**Sudhir V Hulyalkar**  
Company Secretary

**FORM NO. MGT-13**  
**Report of Scrutinizer(s)**

[Pursuant to rule Section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,  
**The Chairman**

71st Annual General Meeting of the Equity Shareholders of  
TATA COFFEE LIMITED held on 21 July 2014 at the registered office of the Company at  
Pollibetta – 571 215 Kodagu, Karnataka

Dear Sir,

I, Sudhir V Hulyalkar, a Company Secretary in practice having office at 16/8, Ground Floor, 2<sup>nd</sup> Cross, Gupta Layout, Near Surana College – South End Circle, Bangalore – 560004 was appointed as a Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the 71st Annual General Meeting of the Members of TATA COFFEE LIMITED, held on 21 July 2014 at 10.00 AM at Pollibetta – 571 215 Kodagu, Karnataka State, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:

**a. Resolution 1 - Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2014**

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**Sudhir V Hulyalkar**  
Company Secretaries  
16/8, Ground Floor, 2nd Cross,  
Gupta Layout, South End Road,  
Basavangudi, Bangalore -560004  
Tel : 080 26640932, Mobile: 9844266159  
E mail: sudhir.compsec@gmail.com

iii. **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

**b. Resolution 2 – To Declare Dividend on Equity Shares**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63277	99.997

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.003

iii. **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

**c. Resolution 3 - Appointment of Mr. Harish Bhat, who retires by rotation.**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

**d. Resolution 4 - Appointment of M/s. SNB Associates, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration.**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63257	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	27

e. **Resolution 5 - Appointment of Mr. S. Santhanakrishnan as an Independent Director.**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

f. **Resolution 6 - Appointment of Mr. D. R. Kaarthikeyan as an Independent Director.**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63277	99.997

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.003

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

**g. Resolution 7 - Appointment of Mr. Venu Srinivasan as an Independent Director.**

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

**h. Resolution 8 - Appointment of Prof. Arun Monappa as an Independent Director.**

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63079	100

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	205

**i. Resolution 9 - Appointment of Mr. T. Radhakrishnan as a Director.**

**i. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

**ii. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

**iii. Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5





**j. Resolution 10 - Appointment of Mr. T. Radhakrishnan as an Executive Director- ICD Operations..**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

**k. Resolution 11 - Appointment of Mr. Hameed Huq as Managing Director**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

**l. Resolution 12 - Appointment of Mr. M. Deepak Kumar as Executive Director- Finance.**

i. Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	63279	100

ii. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

**m. Resolution 13 - Payment of Commission to Non-executive Directors.**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63277	100

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	7

**n. Resolution 14 - Approval of borrowing limits of the Company.**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63277	99.997

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.003

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5

**o. Resolution 15 - Creation of mortgage/charge on the assets of the Company**

i. Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	63277	99.997

ii. Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	2	0.003

iii. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	5



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

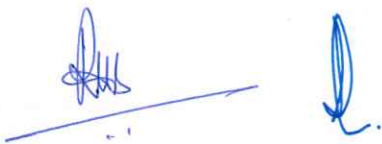
Thanking you,

Yours faithfully,



Date :21/07/2014  
Place:Pollibetta

CS Sudhir V Hulyalkar  
Practicing Company Secretary  
CP No.:6137



**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
Tata Coffee Limited  
Pollibetta, Kodagu  
Karnataka- 571215

Dear Sir,

**Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.**

I, P.N.Parikh of M/s Parikh & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Tata Coffee Limited vide resolution dated May 13, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Seventy First Annual General Meeting of the Company to be held on July 21, 2014.

The Notice dated May 13, 2014 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on July 21, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of May 30, 2014, were entitled to vote on the proposed resolutions as set out at item nos. 1 to 15 in the Notice of the 71<sup>st</sup> AGM of Tata Coffee Limited.

The voting period for e-voting commenced on Sunday, July 13, 2014 at 09.00 a.m. and ended on Tuesday, July 15, 2014 at 6:00 p.m. and the NSDL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. Votes cast through Physical ballot forms received upto July 14, 2014 were considered.



I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

**I. Resolution No. 1 :-**

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

**(i) Voted in favour of the resolution:**

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	46	10923396	--
Physical	115	5488	--
<b>Total</b>	<b>161</b>	<b>10928884</b>	<b>100.000</b>

**(ii) Voted against the resolution:**

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	NIL	0	--
Physical	NIL	0	--
<b>Total</b>	<b>N.A</b>	<b>0</b>	<b>N.A</b>

**(iii) Invalid votes:**

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	10	1880
<b>Total</b>	<b>11</b>	<b>1881</b>



## II. Resolution No. 2 :-

Declaration of dividend on equity shares of the Company.

## (i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	46	10923396	--
Physical	113	6878	--
Total	159	10930274	100.000*[Rounded Off]

## (ii) Voted against the resolution:

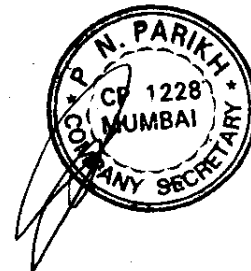
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	NIL	0	--
Physical	1	10	--
Total	1	10	0.000#

## (iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	11	480
Total	12	481

\* % of votes in favour: 99.9999

#% of votes against : 0.0001



## III. Resolution No. 3 :-

Appointment of a Director in place of Mr. Harish Bhat who retires by rotation and being eligible offers himself for re-appointment

## (i) Voted in favour of the resolution:

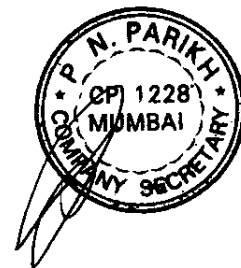
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	42	10923361	--
Physical	111	5115	--
Total	153	10928476	99.998

## (ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	4	35	--
Physical	3	183	--
Total	7	218	0.002

## (iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	11	2070
Total	12	2071



## IV. Resolution No. 4 :-

Re-appointment of M/s. SNB Associates, Chartered Accountants Chennai (ICAI Registration No. - 015682N) as Statutory Auditors of the Company.

## (i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	44	10923372	--
Physical	110	4981	--
Total	154	10928353	100.000*[Rounded Off]

## (ii) Voted against the resolution:

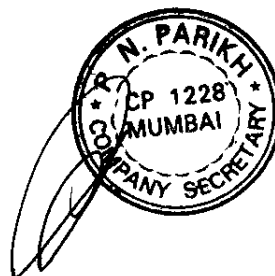
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	2	24	--
Physical	1	3	--
Total	3	27	0.000#

## (iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	14	2384
Total	15	2385

\* % of votes in favour: 99.9998

#% of votes against: 0.0002





## V. Resolution No. 5 :-

Appointment of Mr. S. Santhanakrishnan as an Independent Director of the Company with effect from July 21, 2014 to July 20, 2019.

## (i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	39	10922938	--
Physical	110	5269	--
Total	149	10928207	99.996

## (ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	7	458	-
Physical	2	4	-
Total	9	462	0.004

## (iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	13	2095
Total	14	2096



## VI. Resolution No. 6 :-

Appointment of Mr. D.R. Kaarthikeyan as an Independent Director of the Company with effect from July 21, 2014 to October 01, 2014.

## (i) Voted in favour of the resolution:

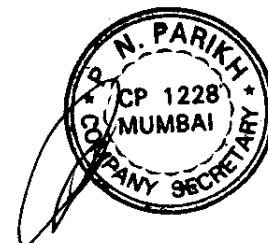
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	37	10922875	--
Physical	111	5284	--
Total	148	10928159	99.996

## (ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	7	473	--
Physical	2	4	--
Total	9	477	0.004

## (iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	12	2080
Total	13	2081



## VII. Resolution No. 7 :-

Appointment of Mr. Venu Srinivasan as an Independent Director of the Company with effect from July 21, 2014 to July 20, 2019.

## (i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	35	10922853	--
Physical	115	5319	--
Total	150	10928172	99.995

## (ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	9	495	--
Physical	NIL	0	--
Total	9	495	0.005

## (iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	10	477
Total	11	478



## VIII. Resolution No. 8 :-

Appointment of Prof. Arun Monappa as an Independent Director of the Company with effect from July 21, 2014 to March 09, 2017.

## (i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	39	10923003	--
Physical	111	5270	--
Total	150	10928273	99.997

## (ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	5	345	--
Physical	1	3	--
Total	6	348	0.003

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## (iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	13	2095
Total	14	2096



## IX. Resolution No. 9 :-

Appointment of Mr. T. Radhakrishnan as a Director of the Company.

## (i) Voted in favour of the resolution:

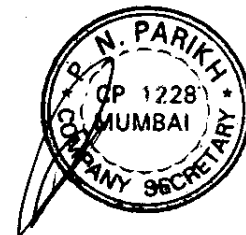
	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	38	10922993	--
Physical	110	5202	--
Total	148	10928195	99.997

## (ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	5	335	--
Physical	1	3	--
Total	6	338	0.003

## (iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	14	2163
Total	15	2164



## X. Resolution No. 10 :-

Appointment of Mr. T. Radhakrishnan as Executive Director of the Company- ICD Operations for a period of three years effective from July 26, 2013.

## (i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	41	10923318	--
Physical	112	5285	--
Total	153	10928603	100.000*[Rounded Off]

## (ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	3	30	--
Physical	1	3	--
Total	4	33	0.000#

## (iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	12	2080
Total	13	2081

\* % of votes in favour: 99.9997

#% of votes against: 0.0003



Resolution No. 11 :-

Appointment of Mr. Hameed Huq as Managing Director of the Company for a period from January 03, 2014 to March 31, 2015.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	38	10923229	--
Physical	106	4856	--
Total	144	10928085	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	4	40	--
Physical	2	180	--
Total	6	220	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	17	2332
Total	18	2333



## XI. Resolution No. 12 :-

Appointment of Mr. M. Deepak Kumar as an Executive Director of the Company-Finance for a period from October 25, 2013 to October 24, 2014.

## (i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	37	10922889	--
Physical	108	5143	--
Total	145	10928032	99.997

## (ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	6	159	--
Physical	3	183	--
Total	9	342	0.003

## (iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	14	2034
Total	15	2035





## XII. Resolution No. 13 :-

Payment of Commission to Non-executive Directors of the Company.

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	30	10922965	--
Physical	93	4559	--
Total	123	10927524	99.993

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	14	359	--
Physical	11	437	--
Total	25	796	0.007

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	21	2377
Total	22	2378



## XIII. Resolution No. 14 :-

Approval of borrowing limits of the Company

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	38	10923189	--
Physical	107	5031	--
Total	145	10928220	99.998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	7	164	--
Physical	1	5	--
Total	8	169	0.002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	17	2332
Total	18	2333



## XIV. Resolution No. 15 :-

Creation of mortgage/charge on the assets of the Company.

## (i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	38	10923189	--
Physical	105	4836	--
Total	143	10928025	99.997

## (ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of Votes cast(Shares)	% of total number of valid votes cast
E-voting	7	164	--
Physical	4	195	--
Total	11	359	0.003

## (iii) Invalid votes:

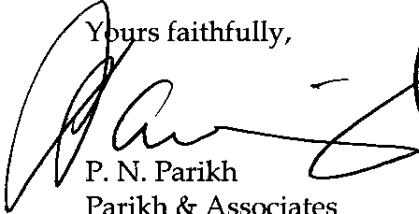
	Total number of members whose votes were declared invalid	Total number of Votes cast(Shares)
E-voting	1	1
Physical	16	2337
Total	17	2338



The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,



P. N. Parikh  
Parikh & Associates  
Practising Company Secretary  
FCS: 327 CP: 1228  
Place: Mumbai  
Dated: July 17, 2014