



## VOLTAS LIMITED

2<sup>nd</sup> September, 2014

✓ BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001

cc: National Stock Exchange of India Limited  
Listing Department  
Exchange Plaza  
Bandra-Kurla Complex  
Mumbai 400 051

Dear Sirs,

Re: Disclosure of Voting Results of the 60<sup>th</sup> Annual General Meeting of the Company held on 1<sup>st</sup> September, 2014 as per the requirement of Clause 35A of the Equity Listing Agreement

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As per the requirement of Clause 35A of the Listing Agreement, given below are the details of the voting results at the 60th Annual General Meeting of the Company held on 1<sup>st</sup> September, 2014 as per the format prescribed under the said clause.

### Details of Voting Results:

|  |                                 |
|--|---------------------------------|
| <b>Date of the AGM</b>   | 1 <sup>st</sup> September, 2014 |
| <b>Total number of shareholders on record date</b><br>Book closure: 12 <sup>th</sup> August, 2014 to 1 <sup>st</sup> September, 2014<br>(both days inclusive)<br>Cut-off date for E-voting : 18 <sup>th</sup> July, 2014 | 1,02,539                        |
| <b>No. of Shareholders present in the meeting either in Person or through proxy:</b><br>- Promoters and Promoter Group<br>- Public   | 8<br>164                        |
| No. of Shareholders attended the Meeting through video conferencing  | Not applicable                  |

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**VOLTAS LIMITED**

**Agenda-wise:**

| Item No. | Details of the Agenda   | Resolution Required (Ordinary/Special) | Mode of voting (Show of hands/Poll/Postal ballot/E-voting) | Remarks   |
|----------|---|--|--|---|
| 1.       | Adoption of Audited Statement of Profit and Loss for the year ended 31 <sup>st</sup> March, 2014 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon. | Ordinary                               | E-voting, Ballot & voting at AGM                           | The resolution was passed unanimously             |
| 2.       | Declaration of dividend.  | Ordinary                               | E-voting, Ballot & voting at AGM                           | The resolution was passed with requisite majority |
| 3.       | Appointment of Mr. Ishaat Hussain, Director of the Company who retires by rotation and is eligible for reappointment.   | Ordinary                               | E-voting, Ballot & voting at AGM                           | The resolution was passed with requisite majority |
| 4.       | Appointment of Mr. Sanjay Johri, Director of the Company who retires by rotation and is eligible for reappointment.   | Ordinary                               | E-voting, Ballot & voting at AGM                           | The resolution was passed with requisite majority |
| 5.       | Appointment of Auditors   | Ordinary                               | E-voting, Ballot & voting at AGM                           | The resolution was passed with requisite majority |
| 6.       | Appointment of Mr. Nani Javeri as an Independent Director.  | Ordinary                               | E-voting, Ballot & voting at AGM                           | The resolution was passed with requisite majority |
| 7.       | Appointment of Mr. R. N. Mukhija as an Independent Director.  | Ordinary                               | E-voting, Ballot & voting at AGM                           | The resolution was passed with requisite majority |
| 8.       | Appointment of Mr. Debendranath Sarangi as an Independent Director.   | Ordinary                               | E-voting, Ballot & voting at AGM                           | The resolution was passed with requisite majority |
| 9.       | Appointment of Mr. Bahram Navroz Vakil as an Independent Director.  | Ordinary                               | E-voting, Ballot & voting at AGM                           | The resolution was passed with requisite majority |



**VOLTAS LIMITED**

|     |   |          |                                  |   |
|-----|---|----------|----------------------------------|---|
| 10. | Authority to the Board for creation of charges. | Special  | E-voting, Ballot & voting at AGM | The resolution was passed with requisite majority |
| 11. | Ratification of Cost Auditor's Remuneration.    | Ordinary | E-voting, Ballot & voting at AGM | The resolution was passed with requisite majority |

2. The combined results of voting through e-voting, ballot forms received through post and voting done at the Annual General Meeting through Ballot Paper are enclosed. The Scrutinizer's Report on the combined results is also enclosed.

3. This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Thanking you,

Yours faithfully,

VOLTAS LIMITED

(V. P. MALHOTRA)

Vice President - Taxation,  
Legal & Company Secretary

**VOLTAS LIMITED**

**Details for reporting as per Clause 35A of listing agreement based on result of Poll**

| Resolution No 1 - Adoption of Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date together with the Report of Board of Directors and the Auditors thereon |                          |                     |   |                        |                      |                                      |                                    |
|--|--------------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Promoter/Public  | Total 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]                 | $[3]=\frac{[2]}{[1]} \times 100$        | [4]                    | [5]                  | $[6]=\frac{[4]}{[2]} \times 100$     | $[7]=\frac{[5]}{[2]} \times 100$   |
| 1 Promoter and Promoter Group  | 100253480                | 100253480           | 100                                     | 100253480              | 0                    | 100                                  | 0                                  |
| 2 Public - Institutional holders   | 140581881                | 106720002           | 75.91                                   | 106720002              | 0                    | 100                                  | 0                                  |
| 3 Public-Others  | 90049379                 | 7094411             | 7.88                                    | 7094411                | 0                    | 100                                  | 0                                  |
| <b>Grand Totals</b>  | <b>330884740</b>         | <b>214067893</b>    | <b>64.70</b>                            | <b>214067893</b>       | <b>0</b>             | <b>100</b>                           | <b>0</b>                           |

**Resolution No 2 - Declaration of Dividend**

| Promoter/Public                  | Total 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]                 | $[3]=\frac{[2]}{[1]} \times 100$        | [4]                    | [5]                  | $[6]=\frac{[4]}{[2]} \times 100$     | $[7]=\frac{[5]}{[2]} \times 100$   |
| 1 Promoter and Promoter Group    | 100253480                | 100253480           | 100                                     | 100253480              | 0                    | 100                                  | 0                                  |
| 2 Public - Institutional holders | 140581881                | 106728002           | 75.92                                   | 106728002              | 0                    | 100                                  | 0                                  |
| 3 Public-Others                  | 90049379                 | 7091221             | 7.87                                    | 7088611                | 2610                 | 99.96                                | 0.04                               |
| <b>Grand Totals</b>              | <b>330884740</b>         | <b>214072703</b>    | <b>64.70</b>                            | <b>214070093</b>       | <b>2610</b>          | <b>100</b>                           | <b>0</b>                           |

**Resolution No 3 - Appointment of Mr. Ishaat Hussain, Director of the Company, who retires by rotation and is eligible for reappointment.**

| Promoter/Public                  | Total 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]                 | $[3]=\frac{[2]}{[1]} \times 100$        | [4]                    | [5]                  | $[6]=\frac{[4]}{[2]} \times 100$     | $[7]=\frac{[5]}{[2]} \times 100$   |
| 1 Promoter and Promoter Group    | 100253480                | 100253480           | 100                                     | 100253480              | 0                    | 100                                  | 0                                  |
| 2 Public - Institutional holders | 140581881                | 106535030           | 75.78                                   | 101426162              | 5108868              | 95.2                                 | 4.8                                |
| 3 Public-Others                  | 90049379                 | 7091313             | 7.87                                    | 7086018                | 5295                 | 99.93                                | 0.07                               |
| <b>Grand Totals</b>              | <b>330884740</b>         | <b>213879823</b>    | <b>64.64</b>                            | <b>208765660</b>       | <b>5114163</b>       | <b>97.61</b>                         | <b>2.39</b>                        |

**VOLTAS LIMITED**



(V. P. MALHOTRA)  
Vice President - Taxation,  
Legal & Company Secretary



| Resolution No 4 - Appointment of Mr. Sanjay Johri, Director of the Company, who retires by rotation and is eligible for reappointment |                          |                     |   |                        |                        |                                      |                                    |
|---|--------------------------|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public   | Total 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]                 | $[3]=\frac{[2]}{[1]}*100$               | [4]                    | [5]                    | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| Promoter and Promoter Group   | 100253480                | 100253480           | 100                                     | 100253480              | 0                      | 100                                  | 0                                  |
| Public - Institutional holders  | 140581881                | 106728002           | 75.92                                   | 106153269              | 574733                 | 99.46                                | 0.54                               |
| Public-Others   | 90049379                 | 7091111             | 7.87                                    | 7083370                | 7741                   | 99.89                                | 0.11                               |
| Grand Totals  | 330884740                | 214072593           | 64.70                                   | 213490119              | 582474                 | 99.73                                | 0.27                               |

| Resolution No 5 - Appointment of Auditors |                          |                     |   |                        |                        |                                      |                                    |
|---|--------------------------|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public                           | Total 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]                 | $[3]=\frac{[2]}{[1]}*100$               | [4]                    | [5]                    | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| Promoter and Promoter Group               | 100253480                | 100253480           | 100                                     | 100253480              | 0                      | 100                                  | 0                                  |
| Public - Institutional holders            | 140581881                | 106728002           | 75.92                                   | 105823800              | 904202                 | 99.15                                | 0.85                               |
| Public-Others                             | 90049379                 | 7091201             | 7.87                                    | 7086723                | 4478                   | 99.94                                | 0.06                               |
| Grand Totals                              | 330884740                | 214072683           | 64.70                                   | 213164003              | 908680                 | 99.58                                | 0.42                               |

| Resolution No 6 - Appointment of Mr. Nani Javeri as an Independent Director |                          |                     |   |                        |                        |                                      |                                    |
|---|--------------------------|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public   | Total 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]                 | $[3]=\frac{[2]}{[1]}*100$               | [4]                    | [5]                    | $[6]=\frac{[4]}{[2]}*100$            | $[7]=\frac{[5]}{[2]}*100$          |
| Promoter and Promoter Group   | 100253480                | 100253480           | 100                                     | 100253480              | 0                      | 100                                  | 0                                  |
| Public - Institutional holders  | 140581881                | 106728002           | 75.92                                   | 106107067              | 620935                 | 99.42                                | 0.58                               |
| Public-Others   | 90049379                 | 7090966             | 7.87                                    | 7082349                | 8617                   | 99.88                                | 0.12                               |
| Grand Totals  | 330884740                | 214072448           | 64.70                                   | 213442896              | 629552                 | 99.71                                | 0.29                               |

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(V. P. MALHOTRA)  
Vice President - Taxation,  
Legal & Company Secretary

| Resolution No 7 - Appointment of Mr.R.N.Mukhija as an Independent Director. |                          |                     |   |                        |                        |                                      |                                    |
|---|--------------------------|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public   | Total 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]                 | $[3]=\frac{[2]}{[1]}\times 100$         | [4]                    | [5]                    | $[6]=\frac{[4]}{[2]}\times 100$      | $[7]=\frac{[5]}{[2]}\times 100$    |
| Promoter and Promoter Group   | 100253480                | 100253480           | 100                                     | 100253480              | 0                      | 100                                  | 0                                  |
| Public - Institutional holders  | 140581881                | 106728002           | 75.92                                   | 106107067              | 620935                 | 99.42                                | 0.58                               |
| Public-Others   | 90049379                 | 7090766             | 7.87                                    | 7082432                | 8334                   | 99.88                                | 0.12                               |
| Grand Totals  | 330884740                | 214072248           | 64.70                                   | 213442979              | 629269                 | 99.71                                | 0.29                               |

| Resolution No 8 - Appointment of Mr. Debendranath Sarangi as an Independent Director. |                          |                     |   |                        |                        |                                      |                                    |
|---|--------------------------|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public   | Total 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]                 | $[3]=\frac{[2]}{[1]}\times 100$         | [4]                    | [5]                    | $[6]=\frac{[4]}{[2]}\times 100$      | $[7]=\frac{[5]}{[2]}\times 100$    |
| Promoter and Promoter Group   | 100253480                | 100253480           | 100                                     | 100253480              | 0                      | 100                                  | 0                                  |
| Public - Institutional holders  | 140581881                | 106728002           | 75.92                                   | 106728002              | 0                      | 100                                  | 0                                  |
| Public-Others   | 90049379                 | 7090866             | 7.87                                    | 7082532                | 8334                   | 99.88                                | 0.12                               |
| Grand Totals  | 330884740                | 214072348           | 64.70                                   | 214064014              | 8334                   | 100                                  | 0                                  |

| Resolution No 9 - Appointment of Mr. Bahram Navroz Vakili as an Independent Director. |                          |                     |   |                        |                        |                                      |                                    |
|---|--------------------------|---------------------|---|------------------------|------------------------|--------------------------------------|------------------------------------|
| Promoter/Public   | Total 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]                 | $[3]=\frac{[2]}{[1]}\times 100$         | [4]                    | [5]                    | $[6]=\frac{[4]}{[2]}\times 100$      | $[7]=\frac{[5]}{[2]}\times 100$    |
| Promoter and Promoter Group   | 100253480                | 100253480           | 100                                     | 100253480              | 0                      | 100                                  | 0                                  |
| Public - Institutional holders  | 140581881                | 106728002           | 75.92                                   | 106728002              | 0                      | 100                                  | 0                                  |
| Public-Others   | 90049379                 | 7086603             | 7.87                                    | 7079026                | 7577                   | 99.89                                | 0.11                               |
| Grand Totals  | 330884740                | 214068085           | 64.70                                   | 214060508              | 7577                   | 100                                  | 0                                  |

VOLTAS LIMITED



(V. P. MALHOTRA)  
Vice President - Taxation,  
Legal & Company Secretary

**Resolution No 10 - Authority to the Board for creation of charges**

| Promoter/Public                | Total 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    | 100253480                | 100253480           | 100                                     | 100253480                | 0                      | 100                                  | 0                                  |
| Public - Institutional holders | 140581881                | 106728002           | 75.92                                   | 106728002                | 0                      | 100                                  | 0                                  |
| Public-Others                  | 90049379                 | 7086661             | 7.87                                    | 7076889                  | 9772                   | 99.86                                | 0.14                               |
| Grand Totals                   | 330884740                | 214068143           | 64.70                                   | 214058371                | 9772                   | 100                                  | 0                                  |

**Resolution No 11 - Ratification of Cost Auditor's Remuneration**

| Promoter/Public                | Total 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    | 100253480                | 100253480           | 100                                     | 100253480                | 0                      | 100                                  | 0                                  |
| Public - Institutional holders | 140581881                | 106728002           | 75.92                                   | 106728002                | 0                      | 100                                  | 0                                  |
| Public-Others                  | 90049379                 | 7084141             | 7.87                                    | 7078400                  | 5741                   | 99.92                                | 0.08                               |
| Grand Totals                   | 330884740                | 214065623           | 64.69                                   | 214059882                | 5741                   | 100                                  | 0                                  |

**VOLTAS LIMITED**



(V. P. MALHOTRA)  
Vice President - Taxation,  
Legal & Company Secretary



**Scrutinizer's Report**

[Pursuant to section 108 of the Companies Act, 2013 and Rule 18) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements]

To,  
Mr. Ishaat Hussain  
Chairman  
Voltas Limited  
Regd. Office: Voltas House 'A',  
Dr. Babasaheb Ambedkar Road, Chinchpokli, Mumbai - 400 033

Dear Sir,

1. I, N. L. Bhatia, Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Voltas Limited at its meeting held on 20<sup>th</sup> June, 2014 for the purpose of scrutinizing the e-voting, physical ballot process and for conducting the ballot process at the Annual General Meeting and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and physical ballot process carried out as per Clause 35B of the Listing agreements with the Stock Exchanges and ballot process undertaken at the 60<sup>th</sup> Annual General meeting on the resolutions contained in the notice of the 60<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 01<sup>st</sup> September, 2014 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai-400 020.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of the 60th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e-voting system provided by National Securities Depository





Limited, the authorized agency to provide e-voting facilities, engaged by the Company and physical ballots provided by TSR Darashaw private Limited, R&T Agent.

3. Further to above, I submit my report as under:
  - 3.1 The Company has provided the e-voting facility through National Securities Depository Limited (NSDL) on their website [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had uploaded all the items of businesses to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.
  - 3.2 The notices sent (both through email and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
  - 3.3 As prescribed in the said Rules, The Company has also published an advertisement on 19<sup>th</sup> August, 2014 and it carried the required information as specified in the said rules.
  - 3.4 The Company has completed the dispatch of ballot form on 8<sup>th</sup> August, 2014 along with prepaid postage business reply envelope to its members, whose name appeared on the Register of Members / List of Beneficiaries as on 18<sup>th</sup> July, 2014.
  - 3.5 The particulars of all ballot forms received from the members have been entered into register separately maintained for the purpose.
  - 3.6 The ballot forms were duly opened in my presence and scrutinized and the shareholding was confirmed with the Registrar of Members of the Company / list of beneficiaries as on 18<sup>th</sup> July, 2014.
  - 3.7 All ballot forms received on 28<sup>th</sup> August, 2014 upto 6:00 p.m., the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
  - 3.8 Envelopes containing ballot forms received after 6:00 p.m. on 28<sup>th</sup> August, 2014 were not considered for my scrutiny.



- 3.9 The company had arranged for ballot papers which were duly distributed to the members and proxies present at the Annual General Meeting (AGM) on 1<sup>st</sup> September, 2014; in case of joint shareholders, the ballot paper was given to the first named holder or in his / her absence, to the joint holder attending the meeting as appearing in the chronological order in the folio;
- 3.10 We have kept a record of the ballot papers received in response to the voting done at the AGM, by initialing it.
- 3.11 We have ensured that the ballot box was duly locked and sealed in the presence of the members and proxies.
- 3.12 The ballot boxes were opened in the presence of two persons viz. Mr. Bhaskar Upadhyay and Ms. Urvi Shah as witnesses after the voting process was over;
- 3.13 The e-voting commenced from 26<sup>th</sup> August, 2014 (9:00 a.m.) and ended on 28<sup>th</sup> August, 2014 (6:00 p.m.).
- 3.14 The votes cast were unblocked on 28<sup>th</sup> August, 2014 (6:00 p.m.) in the presence of 2 witnesses, Mr. Bhaskar Upadhyay and Miss. Urvi Shah, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



U. P. Shah.

- 3.15 The e-voting data was scrutinized by me for verification of votes cast "in favour" and "against" the Resolution.
- 3.16 Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "in favour" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited i.e. <https://www.evoting.nsdl.com>, and the result of the e-voting and physical ballot forms received through post and after conducting the ballot process at the Annual General Meeting is as under:



**Item No. 1- As an Ordinary Resolution:** - To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 419                      | 21,40,67,893                | 100  |

(ii) Voted against the resolution:

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 0                        | 0                      | 0  |

(iii) Invalid votes:

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 13   | 5,420                        |





**Item No. 2:- As an Ordinary Resolution: - To declare a dividend.**

(i) Voted in favour of the resolution:

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 411                      | 21,40,70,093                | 99.9988                                      |

(ii) Voted against the resolution:

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 2                        | 2610                   | 0.0012                                       |

(iii) Invalid votes:

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 20   | 8,610                        |





**Item No. 3:- As an Ordinary Resolution: -** To appoint a Director in place of Mr. Ishaat Hussain (DIN: 00027891), who retires by rotation and is eligible for reappointment.

(i) Voted in favour of the resolution:

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 383                      | 20,87,65,660                | 97.6089                                      |

(ii) Voted against the resolution:

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 24                       | 51,14,163              | 2.3911                                       |

(iii) Invalid votes:

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 19   | 8,510                        |



**Item No. 4:- As an Ordinary Resolution: -** To appoint a Director in place of Mr. Sanjay Johri (DIN: 00032015), who retires by rotation and is eligible for reappointment.

(i) Voted in favour of the resolution:

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 397                      | 21,34,90,119                | 99.7279                                      |

(ii) Voted against the resolution:

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 14                       | 5,82,474               | 0.2721                                       |

(iii) Invalid votes:

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 21   | 8,620                        |



**Item No. 5:- As an Ordinary Resolution: - To appoint auditors and fix their remuneration.**

(i) Voted in favour of the resolution:

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 400                      | 21,31,64,003                | 99.5755                                      |

(ii) Voted against the resolution:

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 12                       | 9,08,680               | 0.4245                                       |

(iii) Invalid votes:

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 20   | 8,610                        |



**Item No. 6:- As an Ordinary Resolution: -** Appointment of Mr. Nani Javeri (DIN: 02731854), as an Independent Director of the Company.

(i) Voted in favour of the resolution:

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 395                      | 21,34,42,896                | 99.7059                                      |

(ii) Voted against the resolution:

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 18                       | 6,29,552               | 0.2941                                       |

(iii) Invalid votes:

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 19   | 8,510                        |



**Item No. 7:- As an Ordinary Resolution: - Appointment of Mr. R.N. Mukhija (DIN: 00001653), as an Independent Director of the Company.**

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

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 394                      | 21,34,42,979                | 99.7060                                      |

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

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 17                       | 6,29,269               | 0.2940                                       |

**(iii) Invalid votes:**

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 20   | 8,610                        |





**Item No. 8:- As an Ordinary Resolution:** - Appointment of Mr. Debendranath Sarangi (DIN: 01408349), as an Independent Director of the Company.

(i) Voted in favour of the resolution:

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 397                      | 21,40,64,014                | 99.9961                                      |

(ii) Voted against the resolution:

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 15                       | 8,334                  | 0.0039                                       |

(iii) Invalid votes:

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 19   | 8,510                        |



**Item No. 9:- As an Ordinary Resolution:** - Appointment of Mr. Bahram Navroz Vakil (DIN: 00283980), as an Independent Director of the Company.

(i) Voted in favour of the resolution:

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 398                      | 21,40,60,508                | 99.9965                                      |

(ii) Voted against the resolution:

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 15                       | 7,577                  | 0.0035                                       |

(iii) Invalid votes:

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 18   | 12,870                       |



**Item No. 10:- As a Special Resolution: - Authority to the Board for creation of charges.**

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

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 399                      | 21,40,58,371                | 99.9954                                      |

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

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 15                       | 9,772                  | 0.0046                                       |

**(iii) Invalid votes:**

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 19   | 13,170                       |





**Item No. 11:- As an Ordinary Resolution: - Ratification of Cost Auditor's Remuneration.****(i) Voted in favour of the resolution:**

| <u>Number of ballots</u> | <u>Number of votes cast</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|-----------------------------|--|
| 400                      | 21,40,59,882                | 99.9973                                      |

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

| <u>Number of ballots</u> | <u>Number of votes</u> | <u>% of total number of valid votes cast</u> |
|--------------------------|------------------------|--|
| 12                       | 5,741                  | 0.0027                                       |

**(iii) Invalid votes:**

| <u>Total Number of ballots whose votes were declared invalid</u> | <u>Total number of votes</u> |
|--|------------------------------|
| 21   | 15,690                       |

4. A Register and all other papers and relevant records containing details of equity shareholders, who voted "IN FAVOUR", or "AGAINST" and those whose votes were declared invalid for each resolution under e-voting, physical ballot received through post and voting done at the AGM through Ballot Paper shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to Mr. V. P. Malhotra, Company Secretary for safe keeping.



5. You may accordingly declare the result of voting by e-voting, physical ballot received through post and ballot at the Annual General Meeting.
6. The abovementioned resolutions are deemed to be passed as on the date of announcement of results.

Thanking you,

yours faithfully,

Place: Mumbai

Date: 1<sup>st</sup> September, 2014



N. L. Bhatia, FCS-1176

Practicing Company Secretary

Scrutinizer for Ballot form and e-voting

