

RESULTS OF VOTING OF E.I.D.- PARRY (INDIA) LIMITED – 39TH Annual General Meeting held on 30th July, 2014 (Evoting and Physical Poll)

Item No: 1

Adoption of Financial Statements (Ordinary Resolution)

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
114	103459927	69	3832143	107292070	99.99%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	12	6630	6630	0.01%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	10	2361408	2361408

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 2**Appointment of Mr. Anand Narain Bhatia as an Independent Director of the Company (Ordinary Resolution)**(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
109	103376739	74	3837503	107214242	99.92%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
5	83188	7	1170	84358	0.08%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	10	2361508	2361508

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 3

Appointment of Mr. M.B.N. Rao as an Independent Director of the Company (Ordinary Resolution)

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
86	100288083	71	3675248	103963331	96.89%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
28	3171844	10	163425	3335269	3.11%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	10	2361508	2361508

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 4**Appointment of Statutory Auditors (Ordinary Resolution)**(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
109	101911595	71	3835853	105747448	98.56%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
4	1544361	9	2220	1546581	1.44%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	11	2362108	2362108

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 5

Appointment of Mrs. Shyamala Gopinath as an Independent Director of the Company (Ordinary Resolution)

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
107	102830946	73	3754056	106585002	99.41%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
7	628981	6	2227	631208	0.59%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	12	2443898	2443898

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 6

Appointment of Mr. V. Manickam as an Independent Director of the Company (Ordinary Resolution)

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
89	101095110	75	3757160	104852270	97.72%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
25	2364817	5	81013	2445830	2.28%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	11	2362008	2362008

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 7**Appointment of Mr. V. Ramesh as a Director of the Company (Ordinary Resolution)**

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
112	103459796	76	3755606	107215402	100%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
2	131	5	1677	1808	0%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	10	2442898	2442898

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 8**Enhancement of Borrowing Limits of the Company up to Rs. 3000 Crores (Special Resolution)**(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
108	103410166	69	3673717	107083883	99.95%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	49761	10	2770	52531	0.05%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	12	2523694	2523694

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no.8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 9

Creation of Mortgage/Charge on the movable and Immovable properties of the Company (Special Resolution)

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
107	103410164	70	3673817	107083981	99.95%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
7	49763	9	2670	52433	0.05%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	12	2523694	2523694

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No : 10

Remuneration of Cost Auditors (Ordinary Resolution)

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
111	103459735	69	3673765	107133500	100%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
3	192	10	2722	2914	0%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	12	2523694	2523694

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 11**Issue of Redeemable Non Convertible Debentures (Special Resolution)**(i) Voted in **favour** of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
108	103410214	70	3674565	107084779	99.95%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	49713	8	1917	51630	0.05%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	13	2523699	2523699

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No: 12

Payment of Commission to Non Whole time Directors of the Company (Special Resolution)

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
108	103459553	68	3754707	107214260	100%

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

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	374	13	4170	4544	0%

(iii) **Invalid** Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	10	2441304	2441304

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Report of Scrutinizer - Combined

31st July, 2014

The Chairman

Messrs. E.I.D.-Parry (India) Limited

"Dare House"

Parrys Corner

Chennai - 600 001.

Ref: The Thirty Ninth Annual General Meeting of the Equity Shareholders of Messrs. E.I.D.-Parry (India) Limited held on 30th July, 2014 at 4.00 PM at Tamil Isai Sangam, Rajah Annamalai Mandram, 5, Esplanade Road, Chennai – 600108.

Dear Sir,

We, R.Sridharan of M/s. R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by:

- The Board of Directors of **Messrs. E.I.D.-Parry (India) Limited** vide resolution dated 29th April 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 held between 23rd July, 2014 at 9.00 AM IST to 25th July, 2014 at 6.00 PM IST.
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 66th AGM of the members of the Company, held on 30th July, 2014 at Narada Gana Sabha Trust, "Mini Hall", No 314, TTK Road, Chennai - 600 018.

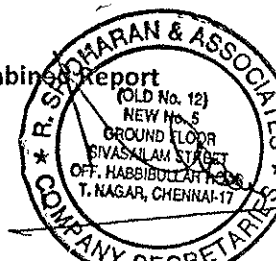
We now submit our combined Report as under:

1. After the time fixed for closing of the poll by the Chairman, three ballot boxes kept for polling were locked in our presence with due identification marks placed by me.
2. The locked ballot boxes were 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.

E.I.D- Parry (India) Limited

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39th AGM – Scrutinizer's Combined Report





We have scrutinized and reviewed the voting done through electronic means and by means of Poll taken at the venue of the AGM. The votes tendered therein in respect of the e voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].

4. The combined result (E-voting and poll) of the said Resolutions are as under:

Item No: 1

Adoption of Financial Statements (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
114	103459927	69	3832143	107292070	99.99%

(ii) Votes against the resolution:

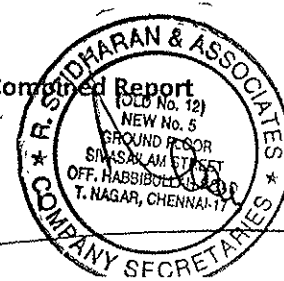
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
NIL	NIL	12	6630	6630	0.01%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	10	2361408	2361408

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 2

Appointment of Mr. Anand Narain Bhatia as an Independent Director of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
109	103376739	74	3837503	107214242	99.92%

(ii) Voted against the resolution:

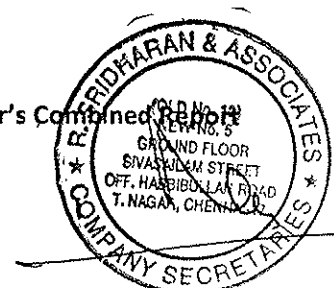
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
5	83188	7	1170	84358	0.08%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	10	2361508	2361508

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 3

Appointment of Mr. M.B.N. Rao as an Independent Director of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
86	100288083	71	3675248	103963331	96.89%

(ii) Voted against the resolution:

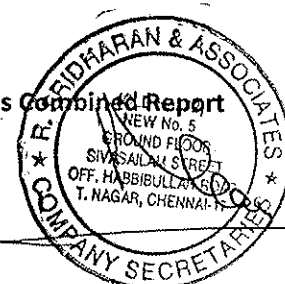
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
28	3171844	10	163425	3335269	3.11%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	10	2361508	2361508

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 4

Appointment of Statutory Auditors (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
109	101911595	71	3835853	105747448	98.56%

(ii) Voted against the resolution:

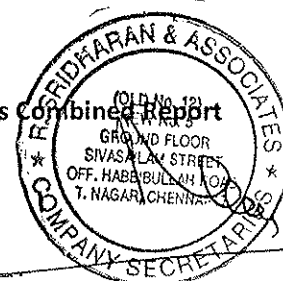
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
4	1544361	9	2220	1546581	1.44%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	11	2362108	2362108

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 5

Appointment of Mrs. Shyamala Gopinath as an Independent Director of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
107	102830946	73	3754056	106585002	99.41%

(ii) Voted against the resolution:

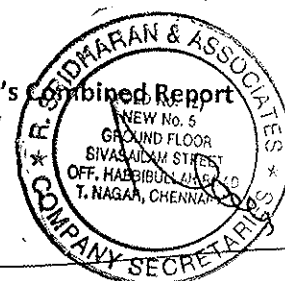
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
7	628981	6	2227	631208	0.59%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	12	2443898	2443898

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 6

Appointment of Mr. V. Manickam as an Independent Director of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
89	101095110	75	3757160	104852270	97.72%

(ii) Voted against the resolution:

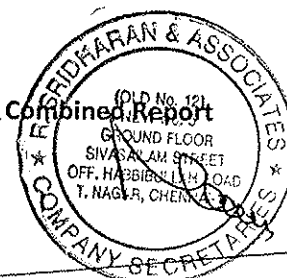
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25	2364817	5	81013	2445830	2.28%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	11	2362008	2362008

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No: 7

Appointment of Mr. V. Ramesh as a Director of the Company (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
112	103459796	76	3755606	107215402	100%

(ii) Voted against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
2	131	5	1677	1808	0%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	10	2442898	2442898

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No: 8

Enhancement of Borrowing Limits of the Company up to Rs. 3000 Crores (Special Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
108	103410166	69	3673717	107083883	99.95%

(ii) Voted against the resolution:

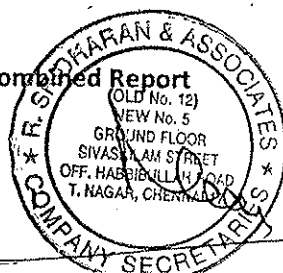
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	49761	10	2770	52531	0.05%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	12	2523694	2523694

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no.8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 9

Creation of Mortgage/Charge on the movable and Immovable properties of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
107	103410164	70	3673817	107083981	99.95%

(ii) Voted against the resolution:

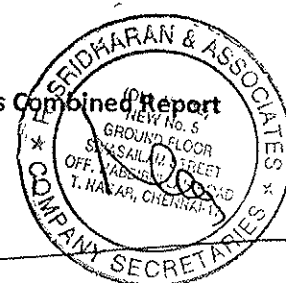
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
7	49763	9	2670	52433	0.05%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	12	2523694	2523694

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No : 10

Remuneration of Cost Auditors (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
111	103459735	69	3673765	107133500	100%

(ii) Voted against the resolution:

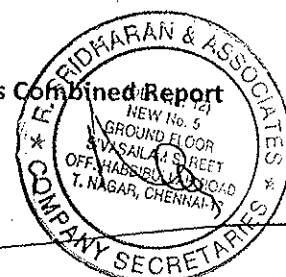
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
3	192	10	2722	2914	0%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	12	2523694	2523694

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 11

Issue of Redeemable Non Convertible Debentures (Special Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
108	103410214	70	3674565	107084779	99.95%

(ii) Voted against the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	49713	8	1917	51630	0.05%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	13	2523699	2523699

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 12

Payment of Commission to Non Whole time Directors of the Company (Special Resolution)

(i) Voted in favour of the resolution:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
108	103459553	68	3754707	107214260	100%

(ii) Voted against the resolution:

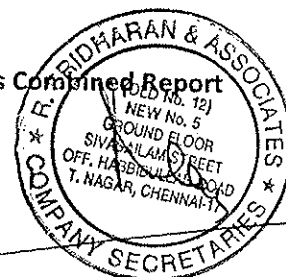
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
6	374	13	4170	4544	0%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	10	2441304	2441304

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



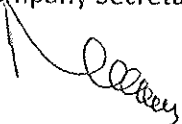


5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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,

For R. Sridharan & Associates
Company Secretaries


CS R. Sridharan
CP No. 3239
FCS No. 4775

