SHRIRAM City
MONEY WHEN YOU NEED IT MOST

Ref: D: STEC

August 25, 2014

The Secretary,
**BSE Ltd**
P J Towers,
Dalal St,
Mumbai 400 001

The Manager
**National Stock Exchange of India Ltd**
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra- Kurla Complex Bandra (E)
Mumbai 400 051

The Secretary
**Madras Stock Exchange Ltd.**
Exchange Building
P.B. No.183,
11, Second Line Beach
Chennai 600 001

Sir,

**Ref: Scrip Code BSE - 532498, NSE - SHRIRAMCIT, MSE - SRIRACITUN**

As per Clause 31 (d) of the Listing Agreement, please find enclosed a copy of the proceedings of the Annual General Meeting of the Company held on July 28, 2014 for your records.

Yours faithfully,
For **SHRIRAM CITY UNION FINANCE LIMITED,**

**C R DASH**
**Company Secretary**

Encl:a.a.

**SHRIRAM CITY UNION FINANCE LIMITED**

**PROCEEDINGS OF THE TWENTY EIGHTY ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY HELD ON MONDAY, JULY 28, 2014 AT NARADA GANA SABHA (`MINI HALL'), 314, T T K ROAD, ALWARPET, CHENNAI 600 018 AT 10.00 A.M.**

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PRESENT: Shareholders in person - 300
Shareholders by proxy - 9

Sri S Kalyanaraman, Member - Folio No 293 proposed Sri Arun Duggal to chair the meeting and the same was seconded by Sri Ramalingam Vidaysankar (DP ID – 12044700 Client ID - 05731511).

Sri Arun Duggal took the chair and the meeting commenced.

I. The Chairman, Sri Arun Duggal declared that the time was 10 am (time for commencement of the meeting) and the quorum was present and called the meeting to order and welcomed all the members. The Chairman said that the Company had received 1 letter of representation consisting of 2,22,68,877 equity shares of ₹ 10 each. The Chairman declared that the Register of members, Register of directors and Key Managerial Personnel and their share holding, Register of Contracts and arrangements, Register of proxies, Register of Members ,Annual Financial statements , Notice of the AGM, Annual Report of the Company and Annual financial statements, Annual Report of the subsidiary company (Shriram Housing Finance Ltd) were open for inspection by the members during the proceeding of the meeting. He further declared that the said documents were also kept for inspection at the Regd Office of the Company.

   Thereafter, the Chairman introduced the Directors present on the dias namely Sri G S Sundararajan, Sri R Duruvasan, Sri S Krishnamurthy, Smt Lakshmi Pranesh, Sri V Murali, Sri Pranab Pattanayak, Sri Puneet Bhatia, Sri Ranvir Dewan, Sri V Murali, Sri Vipen Kapur, to the members.

II. With the permission of the shareholders, the notice convening the meeting was taken as read.



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III. The Report of the Auditors on the Accounts for the year ended March 31, 2014 was read out by Sri C R Dash, Company Secretary.

IV. With the permission of the members, the Directors' Report and the Annual Accounts for the year ended March 31, 2014 as printed and circulated to the Members were taken as read.

The Chairman delivered his speech emphasizing the performance of the Company against unfavourable economic condition in India and globally during the year 2013-14, economic conditions, the road ahead, dividend, public issue of NCDs, subsidiary company etc and thanked all the stake holder. He took the Agenda items as set out in the Notice of the AGM dated June 18, 2014 for consideration.

The Chairman informed that the business items of the AGM were conducted through e-voting and Sri P Sriram, the Scrutiniser appointed for the e-voting, submitted his report.

The resolution for the item "Creation of Security on the assets/receivables of the Company and securitization under Section 180 (1) (a) of the Companies Act, 2013 in respect of borrowings" was conducted through postal ballot as required under Section 110 (1) of the Companies Act 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 and through e-voting. Sri P Sriram was appointed as the Scrutiniser for the same. Sri P.Sriram also submitted his report as a Scrutinizer to Postal ballot and e-voting.

The Chairman read out the results of the e-voting and postal ballot for the Postal Ballot resolution and the results of e-voting for AGM resolutions. He stated that all the resolutions were passed with requisite majority as tabled below.

Based on the reports of Scrutinisers for e-voting ,voting through physical postal ballot for postal ballot resolution, e-voting and poll conducted at the AGM for the AGM resolutions, the following resolutions are declared as passed with requisite majority at the AGM



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**ORDINARY BUSINESS :**

**Item no - 1 : Adoption of financial statements of the Company for the year ended March 31, 2014 (Ordinary Resolution)**

**"RESOLVED THAT** the Audited Balance Sheet of the Company as at March 31, 2014 ,the statement of Profit & Loss for the year ended as on that date, the Cash Flow Statement as on same day together with notes there on forming a part of the Balance sheet and statement of Profit and Loss of the Company, the Directors' and Auditors' Report thereon, placed before the meeting, be and are hereby approved and adopted."

**Item no - 2 : Approval of final dividend and to confirm the Interim dividend for the financial year ended March 31, 2014 (Ordinary Resolution)**

**"RESOLVED THAT** the Company do declare and pay a Final Dividend of ₹ 6 (@ 60%) on 5,92,84,432 Equity Shares absorbing ₹ 35.57 Crores excluding dividend distribution tax of ₹ 6.05 Crores for the financial year ended March 31,2014 to those members whose names appear in the register of members or are beneficial owners of equity shares of the Company as on July 21, 2014.

**RESOLVED FURTHER THAT** an Interim Dividend of ₹ 40 (@ 40%) on 5,92,77,082 equity shares absorbing ₹ 25.55 Crores excluding dividend distribution tax of ₹ 4.34 Crores paid for the financial year ended March 31,2014 to those members whose names appear in the register of members or as beneficial owner of the Company as on November 8, 2013 be and is hereby recorded ."

**Item no-3 : Appointment of Sri Puneet Bhatia as a Director who retires by rotation under Section 152 (6) of the Companies Act, 2013 (Ordinary Resolution)**

RESOLVED THAT Sri Puneet Bhatia (holding Director Identification Number-00143973) retiring by rotation under Section 152(6) of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company.

**Item no-4 : Appointment of Sri Ranvir Dewan as a Director who retires by rotation under Section 152 (6) of the Companies Act, 2013 (Ordinary Resolution)**

RESOLVED THAT Sri Sri Ranvir Dewan (holding Director Identification Number-01254350), retiring by rotation under Section 152(6) of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company.



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**Item no-5 : Appointment of M/s.Pijush Gupta & Co., Chartered Accountants as auditors of the Company to hold office from the conclusion of 28th AGM of the Company until conclusion of 29th AGM of the Company (Ordinary Resolution)**

"**RESOLVED THAT** pursuant to the provisions of the Companies Act 2013 and Rules made there under and pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company, M/s Pijush Gupta & Co., Chartered Accountants, Kolkata, (Firm Registration Number.309015E) be and hereby re-appointed as Auditors of the Company to hold such office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM on such remuneration as may be fixed by the Board as determined and recommended by the Audit Committee of the Board in consultation with such Auditors and such remuneration may be paid on a progressive basis to be agreed between the said Auditors and the Board of Directors."

**SPECIAL BUSINESS :**

**Item no-6 Increaseing the borrowing limit as per Section 180 (1) (c) of the Companies Act, 2013 (Special Resolution)**

**"RESOLVED THAT** in supersession of the Ordinary resolution passed at the Twenty Sixth Annual General Meeting of the Company held on July 27, 2012 and pursuant to Section 180 (1) (c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and relevant Rules under Companies Act 2013, (including any statutory modifications and re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called "Board", which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise it's power including the power conferred by this resolution) to borrow for the purpose of the business of the Company from time to time any sum or sums of moneys secured or unsecured for and on behalf of the Company by way term loan, any other loan or financial assistance fund based or non fund based in whatever name called from bank(s), financial institution(s), bodies corporate(s), person(s) **and** by way of invitation, offer, issue and allotment of redeemable debentures, subordinated debts, securities, debt securities, bonds, convertible or non convertible or partly convertible, commercial papers in one or more tranches from the date of this AGM until conclusion of 29$^{th}$ AGM of the Company by private placement or by public issue from any or all the Entity(ies) [the term "Entity" hereinafter called shall be deemed to include person, Banks, Institutional Investors, Foreign Institutional Investors (FIIs), Qualified Institutional Buyers (QIBs), Financial Institutions (FIs), Statutory Corporations, Statutory Bodies, Trusts, Provident Funds, Pension Funds, Superannuation Funds, Gratuity Funds, Alternate Investment Funds, Insurance Companies, Companies,



Contd.....

Societies, Educational Institutions, Association of Persons, Body of Individuals, Scientific and Research Organisations/Associations, Partnerships, Firms, Limited Liability Partnerships, Resident Individuals, Non Resident Individuals(NRIs), High Net worth Individuals (HNIs), Hindu Undivided Families (HUFs), any person/institution as the Board may decide from time to time] separately or any combination thereof by any methods as the Board may decide including but limited to shelf prospectus, prospectus, information memorandum, shelf disclosure document, offer document, any other document or otherwise **and** by way of acceptance of deposits from any or all of the Entity(ies) referred above, directors and their relatives, shareholders, key managerial personnel and their relatives separately or any combination thereof **and by way of any other permissible instruments or methods of borrowings** on such terms and conditions as the Board may deem fit notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business will or may exceed the aggregate of the paid up share capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, so that the total amounts upto which the monies may be borrowed by the Board shall not at any time exceed ₹ 25,000 Crores (Rupees Twenty five thousand crores).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolution and without being required to seek further consent or approval of the Members or otherwise for this purpose that they shall be deemed to have given their approval thereto expressly by authority of this resolution, the Board be and is hereby authorised to do all acts ,deeds ,matters and things to give full effect to the aforesaid resolution, settle and clarify any question or difficulty, finalise the form, content ,extent and manner of documents and deeds, whichever applicable and execute all deeds ,documents ,instruments and writing, for the purpose mentioned in the aforesaid resolution in consultation with the Entities and for reserving the aforesaid right."

**Item no-7: Division of share Capital as per Section 61 (1) (b) of the Companies Act, 2013 (Special Resolution)**

**"RESOLVED THAT** pursuant to section 61 (1) (b) and other applicable provisions, if any, of the Companies Act, 2013, and Memorandum and Articles of Associations of the Company all the 12,00,000 (Twelve lakhs) equity shares of ₹ 100 (Rupees hundred) each of the Company be and are hereby divided into 1,20,00,000 (One crore twenty lakhs) equity shares of ₹ 10 (Rupees ten) each and Clause V (Share Capital clause) Memorandum of Association of the Company and Clause 6.1 of the Articles of Association of the Company be deleted and the same be substituted with and read as under :



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**Clause V of the Memorandum of Association**

V. The Authorised Capital of the Company is ₹ 1,58,50,00,000 (Rupees one hundred fifty eight crores fifty lakhs only) divided into 11,85,00,000 (Eleven crores eighty five lakhs) equity shares of ₹ 10/- (Rupees ten only) each and 40,00,000 (Forty lakhs only) Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees one hundred only) each with the power to issue the new Shares upon terms and conditions and to attach thereto such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 2013 and to vary, modify, amalgamate, abrogate any such rights, privileges, conditions in such manner as may be provided by the Companies Act, 2013.

The Company shall have power to increase and/or reduce the said Capital and to issue any shares of the original or any new capital with any preferential rights, privileges, conditions or advantages over or as compared with any Shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both, and whether with any special rights of voting or without any right of voting, and generally on such terms as the Company may from time to time by special resolution determine, but so nevertheless, that in the event of the capital of the Company (including the original capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being.

Clause 6.1 of the Articles of Association of the Company

6.1 The Authorised Capital of the Company is ₹ 1,58,50,00,000 (Rupees One Hundred and Fifty Eight Crores and Fifty Lakhs Only) divided into 11,85,00,000 (Eleven Crores and Eighty Five Lakhs) equity shares of ₹ 10/- (Rupees Ten Only) each and 40,00,000 (Forty Lakhs Only) Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred Only) each with the power to issue the new Shares upon terms and conditions and to attach thereto such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 2013 and to vary, modify, amalgamate, abrogate any such rights, privileges, conditions in such manner as may be provided by the Companies Act, 2013."



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**Item no-8 : Alteration of Articles of Association as per Section 14 of the Companies Act, 2013 (Special Resolution)**

"**RESOLVED THAT** pursuant to section 14 and other applicable provisions of the Companies Act, 2013 (the "Act"), the Articles of Association of the Company be and are hereby altered in the following manner :

i) From Article 1 to Article 41, wherever the words "Companies Act, 1956" are appearing the same be deleted and substituted by the word "Companies Act, 2013"

ii) Existing Article 1.1 (a) be replaced and read as "The Act" shall mean The Companies Act, 2013 as amended from time to time.

iii) Existing Article 1.1 (b) be replaced and read as Table "F" means Table "F" of the First Schedule of the Companies Act, 2013.

iv) In Article 1.1 (l) the words "Sec 150" be deleted and the same be replaced with and read as "Section 88"

v) In Article 1.1 (n) the words "Section 189" be deleted and the same be replaced with and read as "Section 114"

vi) In Article 2 the words "Table A" be deleted and be replaced with and read as "Table F"

vii) In Article 3 the words "Section 149" and "Section 81" be deleted and the same be replaced with and read as "Section 11" and "Section 62" respectively.

viii) In Article 5 the words "Section 77" be deleted and the same be replaced with and read as "Section 67"

ix) In Article 6.2 (a) the words "Section 80" be deleted and the same be replaced with and read as "Section 55"

x) In Article 6.2 (a) (viii) the words "Section 106 and 107" be deleted and the same be replaced with and read as "Section 48"

xi) In Article 6.2 (b) the words "Section 87" wherever appearing in this article be deleted and the same be replaced with and read as "Section 47"

xii) In Article 6.3 the words "Section 86" be deleted and the same be replaced with and read as "Section 43"



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xiii) In Article 6.4 the words "Section 80" be deleted and the same be replaced with and read as "Section 55"

xiv) In Article 6.5 the words "Section 79" be deleted and the same be replaced with and read as "Section 53"

xv) In Article 6.6 the words "Section 81" be deleted and the same be replaced with and read as "Section 62"

xvi) In Article 6.7 the words "Section 79" be deleted and the same be replaced with and read as "Section 53"

xvii) In Article 6.9 (b) the words "Section 75" be deleted and the same be replaced with and read as "Section 39"

xviii) In Article 9.2 the words "Section 79A" be deleted and the same be replaced with and read as "Section 54"

xix) In Article 6.3 the words "Section 86" be deleted and the same be replaced with and read as "Section 43"

xx) In Article 13.4 the words "Section 111A sub-clause (2) the same be deleted with and be replaced and read as "Section 58"

xxi) In Article 14.1 the words "Section 205-A" be deleted and the same be replaced with and read as "Section 124"

xxii) In Article 15.1 the words "Section 252" be deleted and the same be replaced with and read as "Section149"

xxiii) In Article 15.9 the words "Section 255" be deleted and the same be replaced with and read as "Section 152"

xxiv) In Article 15.11 the words "Section 264" be deleted and the same be replaced with and read as "Section 152"

xxv) In Article 16.2 the words "Section 292" be deleted and the same be replaced with and read as "Section 179"

xxvi) In Article 16.2 (xv) the words "Section 292" be deleted and the same be replaced with and read as "Section 179"

xxvii) In Article 16.2 (xvi) the words "Section 292 and Section 293" be deleted and the same be replaced with and read as "Section 179 and 180" respectively

xxviii) In Article 16.3 the words "Section 292" be deleted and the same be replaced with and read as "Section 179"

xxix) In Article 16.4 the words "Section 293 (1) (e)" be deleted and the same be replaced with and read as "Section 181"

xxx) In Article 17.1 the words "Sec 293 and Sec 292" be deleted and the same be replaced with and read as "Sec 180 and Sec 179" respectively.



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xxxi) In Article 17.3 the words "Section 267,268,269" be deleted and the same be replaced with and read as "Section 196 and 203"

xxxii) In Article 22.1 (xiv) (a.) the words "Section 370 (1-B)" be deleted."

**Item no-9: Appointment of Sri Subramaniam Krishnamurthy as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013,Listing agreement of the Company with stock exchanges ,Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Sri Subramaniam Krishnamurthy (holding Director Identification Number 00140414), who was re-appointed as a Non-Executive Independent Director of the Company with effect from July 25, 2013 liable to retire by rotation , in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013 signifying his intention to propose Sri Subramaniam Krishnamurthy as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."

**Item no-10: Appointment of Sri Pranab Prakash Pattanayak as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013 Listing agreement of the Company with stock exchanges ,Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Sri Pranab Prakash Pattanayak (holding Director Identification Number 00506007),who was appointed as a Non-Executive Independent Director of the Company with effect from October 31, 2012 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013



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signifying his intention to propose Sri Pranab Prakash Pattanayak as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."

**Item no-11: Appointment of Sri Venkataraman Murali as a Non-executive and Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013 and Articles of Association of the Company, Sri Venkataraman Murali (holding Director Identification Number 00730218),who was appointed as a Non-Executive Independent Director of the Company with effect from December 1, 2011 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013 signifying his intention to propose Sri Venkataraman Murali as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."

**Item no-12: Appointment of Smt Lakshmi Pranesh as a Non-executive Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013 and Articles of Association of the Company, Smt Lakshmi Pranesh (holding Director Identification Number 03333412),who was re-appointed as a Non-Executive Independent Director of the Company with effect from July 25, 2013 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013 signifying his intention to propose Smt Lakshmi Pranesh as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."



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**Item no-13: Appointment of Sri Sunil Varma as a Non-executive Independent Director as per Section 160 of the Companies Act, 2013 (Ordinary Resolution)**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013 and Articles of Association of the Company, Sri Sunil Varma (holding Director Identification Number 01020611), who was re-appointed as a Non-Executive Independent Director of the Company with effect from July 27, 2012 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013 signifying his intention to propose Sri Sunil Varma as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."

**Item no-14:Appointment of Sri Vipen Kapur as a Non-executive Independent Director**

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and any other applicable provisions of the Companies Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013 and Articles of Association of the Company, Sri Vipen Kapur (holding Director Identification Number 01623192), who was appointed as a Non-Executive Independent Director of the Company with effect from November 1, 2012 liable to retire by rotation , in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 (Rupees One lakh) from a member under Section 160 of the Companies Act 2013 signifying his intention to propose Sri Vipen Kapur as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation."



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**SPECIAL RESOLUTION FOR CREATION OF SECURITY ON THE ASSETS/RECEIVABLES OF THE COMPANY AND SECURITIZATION UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013 IN RESPECT OF BORROWINGS :**

**"RESOLVED THAT** in supersession of the resolution passed at the Twenty Sixth Annual General Meeting held on July 27, 2012, consent of the Company be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company (hereinafter called "Board", which term shall be deemed to include any Committee, which the Board may have constituted or hereinafter constitute from time to time by whatever name called to exercise it's power including the power conferred by this resolution) to mortgage, pledge, hypothecate, lien, create charge, charge of any nature or otherwise of the Company's assets and properties in such form and manner and on such terms and at such time(s) as the Board, may deem fit on the movable and /or immovable properties/ assets of the Company, wherever situate, present and future, whether presently belonging to the Company or not (hereinafter referred together as "PROPERTY"), in favour of any person including but not limited to financial/investment institution(s), bank(s), insurance Company(ies), corporate body(ies), trust(s), trustee(s), mutual fund(s),any other fund(s), security holder (s), any lender(s) to the Company (hereinafter referred as "LENDER") to secure any loan(s), security(ies), debenture(s), deposit(s), any other borrowing(s) or otherwise for finance, loan, credit facilities and financial assistance upto a sum not exceeding ₹ 30,000 Crores (Rupees Thirty Thousand Crores) and to finalise the form, extent and manner of, and the documents and deeds, whichever applicable, for creating the appropriate charges on such PROPERTY(IES) of the Company on such terms and conditions as may be decided by the Board in consultation with the LENDER(S) and to sell/assign/securitize assets/receivables of Hypothecation/Hire Purchase/Lease/Loan agreements/contracts due or receivable from the hirer(s)/Lessee(s)/ Loanee(s) /borrower(s)/Customer(s) of the Company from time to time provided that the aggregate amounts of such receivables for such transactions of sale/assignment/securitization shall not exceed ₹ 10,000 crores (Rupees Ten thousand Crores) and to finalise the form, extent and manner of, and to sign all such documents, deeds, and writings for giving effect to the above Resolution."



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PROCEEDINGS OF THE ANNUAL GENERAL MEETING HELD ON JULY 28, 2014

Results of AGM resolutions - e-voting

| Item No, | Subject | Type | Votes received | | | Assent | | | Dissent | | | Invalid Votes | | | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | No. | Shares | % | No. | Shares | % | No. | Shares | % | No. | Shares | % | |
| 1 | Adoption of Annual Accounts | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 2 | Declaration of dividend | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 3 | Appointment of Director in place of Sri Puneet Bhatia who retires by rotation | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 4 | Appointment of Director in place of Sri Ranvir Dewan who retires by rotation | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 5 | Appointment of M/s Pijush Gupta & Co,Chartered Accountants | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 6 | Resolution passed under Section 180(1) (c) of the Companies Act, 2013 for borrowing money | Special | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 7 | Resolution passed under Section 61 (1) (b ) of the Companies Act, 2013 for division of equity share capital & Alteration of MOA & AOA | Special | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |



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|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 8 | Resolution passed for Alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act,2013 | Special | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 9 | Appointment of Sri Subramaniam Krishnamurthy as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 10 | Appointment of Sri Pranab Prakash Pattanayak as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |



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|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 11 | Appointment of Sri Venkataraman Murali as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 12 | Appointment of Smt Lakshmi Pranesh as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 13 | Appointment of Sri Sunil Varma as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 14 | Appointment of Sri Vipen Kapur as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |

Results of Special Resolution – e-voting

| Particulars | In favour of the Resolution | | | Against the Resolution | | |
|---|---|---|---|---|---|---|
| | No of share holders | No of shares votes | % of shares | No of shareholders | No of shares votes | % of shares |
| Creation of Security in respect of borrowings | 46 | 3, 62 62,459 | 100% | 0 | 0 | 0 |



Contd.....

Results of Special Resolution – Physical Postal Ballot Forms

| Particulars | In favour of the Resolution | | | Against the Resolution | | |
|---|---|---|---|---|---|---|
| Creation of Security in respect of borrowings | No of shareholders | No of shares votes | % of shares | No of shareholders | No of shares votes | % of shares |
| | 111 | 26,90,284 | 99.95% | 4 | 732 | 0.027 |

He invited the members to seek any clarification ,explanation that they would wish to on the business item of the meeting .

Sri Padmanabhan (DP ID No IN 301313 Client ID No 20794645) congratulated the management for having added 3,152 work force with aggregate work force of 15,760 as on March 31,2014 .He also congratulated the management on financials of the Company. He wanted to know the followings. Low interest coverage, decreased Promoters stake poor dividend yield compared to other peer groups, issue Bonus Shares, increase in market capitalization, delisting from MSE ,action taken for bad debts recovery ,increase in Audit fee & expenses, summarised financial performance of the Company for the last 10 years, higher audit fees, shares split .

Sri Ramalingam Vidyasankar (DP ID No – 12044700 Client No - 05731511) suggested the following .

Annual General Meeting in June instead in July , 10 years financial performance in Annual Report, contact details of auditors in the first page of the Annual Report, increase in dividend, disallowance of ESOP expenses, increase in communication expenses, loss on sale of assets, increase in audit fees and monitoring the standard of gold.

Sri Sridharan (DP ID – IN302148 Client ID - 10109728) appreciated the management for having done a good performance ,which was reflected on the share price in the market and suggested for higher rate of interest on NCDs of the Company to senior citizens and share holders He also requested for the status of Banking licence of the Company

Sri Abhishek (DP ID – IN302148 CLIENT ID - 10109728) suggested the following :



Contd.....

To take steps to increase the participation of share holders in the AGM, providing details of top 10 shareholders in the Annual Report, to motivate the shareholders holding shares in physical form to dematerialise with Shriram Insight Share Brokers Ltd .

He appreciated the performance of the Company and efforts of management for very good performance of the Company, which reflected in the market price of the shares of the Company.

The Chairman stated that he was very proud to see the growth of the Company and the Company had grown tremendously in the recent years . The increase in stock price reflects the confidence of the shareholders reposed in the Company. He thanked all the members for their valuable questions and suggestions. The Chairman requested Sri G S Sundararajan, Managing Director to address the queries raised by the shareholders.

Sri G S Sundararajan stated, the Company is managed very efficiently. The cost to income ratios could be lowest in the industry. Cost is generally more in case of retail finance companies compared to other finance companies .But the Company has low cost to income ratio. All the expenses are very carefully and conservatively spent .The surplus of the Company are ploughed back in business resulting in higher profits .It benefits the shares holders only. He thanked the shareholders for their valuable inputs and said all suggestion would be deliberated upon and suitable actions would be taken.

With respect to gold business, he told though it is one of the product of the Company , but due to the market conditions , the same got reduced to a great extent. The company wants to be known as Small Business Finance Company, but not as a gold loan business Company Financing small business has lot of potential.

He thanked the shareholders for their valuable inputs .

The Chairman ordered for poll to be conducted immediately for all the items of business of the AGM and declared the appointment of Sri P Sriram, Practising Company Secretary and Sri R Sankar, a Member of the Company (DP ID IN301313 Client Id 21065958) & a Chartered Accountant present at the meeting as the scrutinizers to conduct the poll process in a fair and transparent manner. The Chairman invited the scrutinisers to start the poll process immediately and requested all the members present in person or proxy to co-operate. The Chairman gave half-an-hour time for the members to cast their votes . The poll was conducted immediately as directed by the Chairman of the AGM as per provisions of Section 109 read with Companies (Management and Administration ) Rules 2014 of the Companies Act 2013.



Contd.....

The scrutinisers distributed the poll papers to all the members and proxies present at the AGM. The Chairman asked if all members or proxies had received poll papers and again asked any one to say, if he/she had not received poll papers. No one said non receipt of poll papers. The scrutinisers explained how to fill up the poll papers.

One empty ballot box was displayed as empty to the members and proxies present by the Scrutinisers and locked the box and handed over the key to the Chairman of the AGM present. The voting started and after half-an-hour, the Chairman enquired, if any one, who had not voted. No one present at the AGM said about non voting. The Scrutinisers also confirmed in the AGM that all members present in person or by proxy had voted.

The Chairman declared the end of voting.

After completion of Poll, the Scrutinisers reported to the Chairman that the Poll was complete. The Chairman then declared that the Poll was complete. He told that the Scrutinisers would submit their report .

The Chairman further declared that based on the reports of the Scrutinisers,the results of the Poll conducted in the AGM would be declared by the Company Secretary at the Registered Office of the Company and at the Company's web site and shall be intimated to BSE,NSE and MSE. The results of e-voting and voting conducted through postal ballot for the resolutions mentioned in the respective notices (June 21,2014) as declared in the AGM shall be displayed at the Registered Office of the Company and shall be displayed at the web site of the Company on the same day (July 28,2014) and shall be intimated to BSE,NSE and MSE.

He explained that ordinary Resolutions shall be declared as passed, if votes casted in favour are more than the votes casted against the resolutions and the special resolutions shall be declared as passed, if votes casted in favour are 3 times of the votes casted against the resolution .

The passing of the resolutions by e-voting or by Poll shall be treated as passed in the same AGM.

The Chairman then declared the conclusion of the meeting.

The results of e-voting & physical postal ballot forms for Postal Ballot resolution and results of e-voting and poll for AGM resolutions as declared and displayed at the registered office and web site of the Company are as under.



Contd.....

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



Contd.....

Annexure - 1

**P Sriram & Associates**
Practising Company Secretaries

**Scrutinizer Report for: Shriram City Union Finance Limited**

To

The Chairman
Shriram City Union Finance Limited,
123, AngappaNaicken Street,
Chennai - 600 001.

Respected Sir,

Sub: Passing of Resolutions through Electronic Voting – Reg.

In terms of Clause 35B of the Listing Agreement and provisions of the Section 108 of the Companies Act, 2013 read with Rule 20 (ix) of Companies (Management & Administration) Rules, 2014 (the Rules), I was appointed as Scrutinizer by the Company on 30th April 2014 to the e-voting process for passing the resolutions in items numbers 1 to 14 of the Annual General Meeting Notice dated **18th June, 2014**

On the basis of the Register of Members and the List of beneficiary owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on June 18th, 2014, the Cut-off date for the purpose of E-Voting, the Company completed dispatch of the Notice of E-Voting by email to **2184** members who had registered their Email-IDs with the Company and by Speed Post to **3332** Members in physical form on **21st June 2014.**

In terms of the aforesaid Notice, E-Voting was open for three days from **10.00 a.m. on Monday, 21st July, 2014 to till 5.00 p.m. of Wednesday 23rd July, 2014** and members were required to cast their votes electronically conveying their Assent or Dissent in respect of the Ordinary/Special Resolutions as contained in Annual General Meeting notice dated 18th June 2014, on e-Voting platform provided by Central Depository Service (India) Limited (CDSL). The E-Votes and the votes received through Ballot Paper are collectively called as **'E-Votes'**

No.10/17, Anandam Colony, South Canal Bank Road, Mandaveli, Chennai - 600 028.
Phone : 044-4215 3510, 4512 0000, Mobile : 95660 33011 E-mail : info@prowiscorporate.com



Contd.....

As required in the Rules, I unlocked the E-Voting on the platform provided by CDSL after the completion of E-Voting process at close on Wednesday in the presence of Ms. Nithya Pasupathy & Mr. Arun Kumar.

Based on the results made available to me, Members have casted their votes on the E-Voting platform and I have annexed with this Report, the details and analysis of the E-voting Results for each of Fourteen items.

P SRIRAM

Practicing Company Secretary

Date: 25th July 2014

Place: Chennai



Contd.....

## Results for Resolution 1

**SUBJECT:** Adoption of Annual Accounts for the Year ended 31st March 2014

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 39 | 49683118 | 100 |
| Dissent | 0 | 0 | 0 |

## Results for Resolution 2

**SUBJECT:** Declaration of Dividend on Equity Shares

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 39 | 49683118 | 100 |
| Dissent | 0 | 0 | 0 |



Contd.....

**Results for Resolution 3**

**SUBJECT:** Appointment of Director in place of Sri Puneet Bhatia who retires by rotation

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 39 | 49683118 | 100 |
| Dissent | 0 | 0 | 0 |

**Results for Resolution 4**

**SUBJECT:** Appointment of Director in place of Sri RanvirDewan who retires by rotation

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 39 | 49683118 | 100 |
| Dissent | 0 | 0 | 0 |



Contd.....

## Results for Resolution 5

**SUBJECT:** Appointment of M/s. Pijush Gupta & Co., Chartered Accountants as auditor of the Company

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 32 | 49524011 | 100 |
| Assent | 31 | 49443950 | 99.83 |
| Dissent | 1 | 80061 | 0.161 |

## Results for Resolution 6

**SUBJECT:** Special Resolution passed under Section 180(1)(c) of the Companies Act 2013 for borrowing money

**TYPE OF RESOLUTION:** Special

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 39 | 49683118 | 100 |
| Dissent | 0 | 0 | 0 |



Contd.....

## Results for Resolution 7

**SUBJECT:** Special Resolution passed under Section 61 (1)(b) of the Companies Act 2013 for division of Equity Share capital and Alteration in Memorandum & Articles of Association

**TYPE OF RESOLUTION:** Special

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 39 | 49683118 | 100 |
| Dissent | 0 | 0 | 0 |

## Results for Resolution 8

**SUBJECT:** Special Resolution for alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013

**TYPE OF RESOLUTION:** Special

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 39 | 49683118 | 100 |
| Dissent | 0 | 0 | 0 |



Contd.....

## Results for Resolution 9

**SUBJECT:** Appointment of Sri Subramaninam Krishnamurthy as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 38 | 49603057 | 99.83 |
| Dissent | 1 | 80061 | 0.161 |

## Results for Resolution 10

**SUBJECT:** Appointment of Sri PranabPrakashPattanayak as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 39 | 49683118 | 100 |
| Dissent | 0 | 0 | 0 |



Contd.....

## Results for Resolution 11

**SUBJECT:** Appointment of Sri Venkataraman Murali as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 38 | 49603057 | 99.83 |
| Dissent | 1 | 80061 | 0.161 |

## Results for Resolution 12

**SUBJECT:** Appointment of Smt Lakshmi Pranesh as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 25 | 46228980 | 93.04 |
| Dissent | 14 | 3454138 | 6.952 |



Contd.....

## Results for Resolution 13

**SUBJECT:** Appointment of Sri Sunil Varma as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 38 | 49603057 | 99.83 |
| Dissent | 1 | 80061 | 0.161 |

## Results for Resolution 14

**SUBJECT:** Appointment of Sri VipenKapur as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

**TYPE OF RESOLUTION:** Ordinary

| Particulars | Number of E-Votes | Number of votes contained in E-votes | Percentage of Total Votes |
|---|---|---|---|
| Received | 39 | 49683118 | 100 |
| Assent | 39 | 49683118 | 100 |
| Dissent | 0 | 0 | 0 |



Contd.....

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1205510000635121 | V ANURADHA | 1500 | 1 | 1500 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | 1203840000823064 | V PRASAD | 1044 | 1 | 1044 | 21/07/2014 12 | VALID |
| Corporate Body-Domestic | 1203840001349567 | SHRIRAM CAPITAL LIMITED | 5999153 | 1 | 5999153 | 21/07/2014 12 | VALID |
| Clearing House | IN9300541000237 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 1 | 297174 | 21/07/2014 04 | VALID |
| Clearing House | IN9300541001302 | ACACIA II PARTNERS, LP | 60000 | 1 | 60000 | 21/07/2014 12 | VALID |
| Clearing House | IN9300541001302 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 1 | 661100 | 21/07/2014 12 | VALID |
| Clearing House | IN9300541001304 | ACACIA PARTNERS, LP | 1000000 | 1 | 1000000 | 21/07/2014 12 | VALID |
| Clearing House | IN9300541001868 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 1 | 162152 | 21/07/2014 09 | VALID |
| Clearing House | IN9300541002345 | ACACIA CONSERVATION FUND LP | 400000 | 1 | 400000 | 21/07/2014 12 | VALID |
| Bank-Others | IN9300541002437 | ACACIA BANYAN PARTNERS | 369900 | 1 | 369900 | 21/07/2014 12 | VALID |
| Clearing House | IN9300541005602 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 1 | 109591 | 21/07/2014 09 | VALID |
| Substatus unavailable in EVS | IN9300541006832 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND-P | 10000 | 1 | 10000 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN9300541006840 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 5000 | 1 | 5000 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN9300541006729 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 1 | 120000 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN9300541006727 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 1 | 629 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN9300541006729 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 1 | 9000 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN9300541006730 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVINGS 5 PLAN | 7588 | 1 | 7588 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN9300541008757 | TPG INDIA INVESTMENTS I INC | 13421889 | 1 | 13421889 | 21/07/2014 04 | VALID |
| Clearing House | IN9300541007173 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 1 | 143759 | 21/07/2014 09 | VALID |
| Substatus unavailable in EVS | IN9300541007414 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SER | 6890 | 1 | 6890 | 21/07/2014 12 | VALID |
| Foreign Institutional Investor (FII) - Others | IN9300167100219 62 | MATTHEWS INDIA FUND | 1091307 | 1 | 1091307 | 21/07/2014 04 | VALID |
| Clearing House | IN9300167100398 77 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 1 | 908531 | 21/07/2014 04 | VALID |
| Foreign Institutional Investor (FII) - Others | IN9300167100558 85 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 1 | 134305 | 21/07/2014 04 | VALID |
| Foreign Institutional Investor (FII) - Others | IN9300167100593 37 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOO, EMPLOYEES RETIREMENT SYSTEM(EB32-WASATC | 114831 | 1 | 114831 | 21/07/2014 04 | VALID |
| Clearing House | IN9300167100574 94 | ROYCE VALUE TRUST INC | 20000 | 1 | 20000 | 21/07/2014 04 | VALID |
| Foreign Institutional Investor (FII) - Others | IN9300167100594 87 | WASATCH EMERGING INDIA FUND | 15474 | 1 | 15474 | 21/07/2014 04 | VALID |
| Clearing House | IN9300167101048 14 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209992 | 1 | 209992 | 21/07/2014 04 | VALID |
| Foreign Institutional Investor (FII) - Others | IN9300167101097 82 | MATTHEWS EMERGING ASIA FUND | 41454 | 1 | 41454 | 21/07/2014 04 | VALID |
| Foreign Institutional Investor (FII) - Others | IN9300167101115 48 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846549 | 1 | 846549 | 21/07/2014 04 | VALID |
| Clearing House | IN9300167101150 59 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC | 28943 | 1 | 28943 | 21/07/2014 04 | VALID |
| Substatus unavailable in EVS | IN9304760484220 | PRAMAL ENTERPRISES LIMITED | 6578840 | 1 | 6578840 | 22/07/2014 12 | VALID |
| NRI-Non Repatriable | IN3025310995 199 | CHITTARANJAN DASH | 4246 | 1 | 4246 | 22/07/2014 01 | VALID |
| Substatus unavailable in EVS | IN3013132147349 | SHRIRAM CAPITAL LIMITED | 2300000 | 1 | 2300000 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN3013132151 1360 | SHRIRAM CAPITAL LIMITED | 13999724 | 1 | 13999724 | 21/07/2014 12 | VALID |
| NRI-Non Repatriable | IN3029014825 6646 | C M VISWESWARAN | 1 | 1 | 1 | 22/07/2014 03 | VALID |
| Clearing House | IN3034881300 4781 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 1 | 550000 | 21/07/2014 01 | VALID |
| Clearing House | IN3034881000 8956 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 1 | 4031 | 21/07/2014 01 | VALID |
| Clearing House | IN3034881001 1537 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 1 | 3466 | 21/07/2014 01 | VALID |
| Clearing House | IN3034881001 2152 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 1 | 80061 | 21/07/2014 01 | VALID |
| | | | | | | | |
| Total For | | | | 39 | 49683118 | | |
| | | | | | | | |
| Resolution 1 Against | | | | 0 | 0 | | |









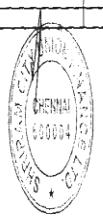
Contd.....

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1203500000605231 | V ANURADHA | 1500 | 2 | 1500 | 22/07/201 | VALID |
| Substatus unavailable in EVS | 1203840000323064 | V PRASAD | 1044 | 2 | 1044 | 21/07/201 | VALID |
| Corporate Body-Domestic | 1203840001349367 | SHRIRAM CAPITAL LIMITED | 5999153 | 2 | 5999153 | 21/07/201 | VALID |
| Clearing House | IN3000541000273 7 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 2 | 297174 | 21/07/201 | VALID |
| Clearing House | IN3000541001302 6 | ACACIA II PARTNERS, LP | 60000 | 2 | 60000 | 21/07/201 | VALID |
| Clearing House | IN3000541001303 4 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 2 | 661100 | 21/07/201 | VALID |
| Clearing House | IN3000541001304 2 | ACACIA PARTNERS, LP | 1000000 | 2 | 1000000 | 21/07/201 | VALID |
| Clearing House | IN3000541001868 6 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 2 | 162152 | 21/07/201 | VALID |
| Clearing House | IN3000541002234 5 | ACACIA CONSERVATION FUND LP | 400000 | 2 | 400000 | 21/07/201 | VALID |
| Bank-Others | IN3000541002428 7 | ACACIA BANYAN PARTNERS | 363900 | 2 | 363900 | 21/07/201 | VALID |
| Clearing House | IN3000541005602 2 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 2 | 109591 | 21/07/201 | VALID |
| Substatus unavailable in EVS | IN3000541006613 2 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNA | 10000 | 2 | 10000 | 21/07/201 | VALID |
| Substatus unavailable in EVS | IN3000541006634 0 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTH | 5000 | 2 | 5000 | 21/07/201 | VALID |
| Substatus unavailable in EVS | IN3000541006727 9 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP | 120000 | 2 | 120000 | 21/07/201 | VALID |
| Substatus unavailable in EVS | IN3000541006728 7 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 2 | 629 | 21/07/201 | VALID |
| Substatus unavailable in EVS | IN3000541006729 5 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-W | 9000 | 2 | 9000 | 21/07/201 | VALID |
| Substatus unavailable in EVS | IN3000541006730 3 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-S | 7588 | 2 | 7588 | 21/07/201 | VALID |
| Substatus unavailable in EVS | IN3000541006973 7 | TPG INDIA INVESTMENTS I INC | 13421889 | 2 | 13421889 | 21/07/201 | VALID |
| Clearing House | IN3000541007172 4 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 2 | 143759 | 21/07/201 | VALID |
| Substatus unavailable in EVS | IN3000541007414 9 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGI | 6890 | 2 | 6890 | 21/07/201 | VALID |
| Foreign Institutional Investor (FII) - Oth | IN3001671002186 2 | MATTHEWS INDIA FUND | 1091307 | 2 | 1091307 | 21/07/201 | VALID |
| Clearing House | IN3001671003987 7 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 2 | 908531 | 21/07/201 | VALID |
| Foreign Institutional Investor (FII) - Oth | IN3001671005583 5 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 2 | 134305 | 21/07/201 | VALID |
| Foreign Institutional Investor (FII) - Oth | IN3001671005633 7 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT S | 114831 | 2 | 114831 | 21/07/201 | VALID |
| Clearing House | IN3001671005749 4 | ROYCE VALUE TRUST INC. | 20000 | 2 | 20000 | 21/07/201 | VALID |
| Foreign Institutional Investor (FII) - Oth | IN3001671009148 7 | WASATCH EMERGING INDIA FUND | 15474 | 2 | 15474 | 21/07/201 | VALID |
| Clearing House | IN3001671010481 4 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209992 | 2 | 209992 | 21/07/201 | VALID |
| Foreign Institutional Investor (FII) - Oth | IN3001671010576 2 | MATTHEWS EMERGING ASIA FUND | 41454 | 2 | 41454 | 21/07/201 | VALID |
| Foreign Institutional Investor (FII) - Oth | IN3001671011034 8 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846543 | 2 | 846543 | 21/07/201 | VALID |
| Clearing House | IN3001671011505 9 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH A | 28943 | 2 | 28943 | 21/07/201 | VALID |
| Substatus unavailable in EVS | IN3004764084422 0 | PIRAMAL ENTERPRISES LIMITED | 6579840 | 2 | 6579840 | 22/07/201 | VALID |
| NRI-Non Repatriable | IN3005131899519 9 | CHITTARANJAN DASH | 4246 | 2 | 4246 | 22/07/201 | VALID |
| Substatus unavailable in EVS | IN3013132124734 9 | SHRIRAM CAPITAL LIMITED | 2300000 | 2 | 2300000 | 21/07/201 | VALID |
| Substatus unavailable in EVS | IN3013132151139 0 | SHRIRAM CAPITAL LIMITED | 13969724 | 2 | 13969724 | 21/07/201 | VALID |
| NRI-Non Repatriable | IN3029024825664 6 | C M VISWESWARAN | 1 | 2 | 1 | 22/07/201 | VALID |
| Clearing House | IN3034381000478 1 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 2 | 550000 | 21/07/201 | VALID |
| Clearing House | IN3034381000935 8 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 2 | 4031 | 21/07/201 | VALID |
| Clearing House | IN3034381001153 7 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 2 | 3466 | 21/07/201 | VALID |
| Clearing House | IN3034381001215 2 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 2 | 80061 | 21/07/201 | VALID |
| | | | | | | | |
| Total Fav | | | | 39 | 49683118 | | |
| | | | | | | | |
| Resolution 2 Against | | | | 0 | 0 | | |



Contd.....

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1203500020905121 | V ANURADHA | 1500 | 3 | 1500 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | 1203840000319064 | V PRASAD | 1044 | 3 | 1044 | 21/07/2014 | VALID |
| Corporate Body-Domestic | 1203840001348367 | SHRIRAM CAPITAL LIMITED | 5999153 | 3 | 5999153 | 21/07/2014 | VALID |
| Clearing House | IN9000541000237 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 3 | 297174 | 21/07/2014 | VALID |
| Clearing House | IN9000541001302 | ACACIA II PARTNERS, LP | 60000 | 3 | 60000 | 21/07/2014 | VALID |
| Clearing House | IN9000541001303 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 3 | 661100 | 21/07/2014 | VALID |
| Clearing House | IN9000541001304 | ACACIA PARTNERS, LP | 1000000 | 3 | 1000000 | 21/07/2014 | VALID |
| Clearing House | IN9000541001868 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 3 | 162152 | 21/07/2014 | VALID |
| Clearing House | IN9000541001234 | ACACIA CONSERVATION FUND LP | 400000 | 3 | 400000 | 21/07/2014 | VALID |
| Bank-Others | IN9000541002428 | ACACIA BANYAN PARTNERS | 363900 | 3 | 363900 | 21/07/2014 | VALID |
| Clearing House | IN9000541005602 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 3 | 109591 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3000541006613 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND-PLAN B | 10000 | 3 | 10000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3000541006634 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 5000 | 3 | 5000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3000541006727 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 3 | 120000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3000541006728 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 3 | 629 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3000541006729 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 3 | 9000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3000541006730 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVINGS 5 PLAN | 7588 | 3 | 7588 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3000541006873 | TPG INDIA INVESTMENTS I INC | 13421889 | 3 | 13421889 | 21/07/2014 | VALID |
| Clearing House | IN9000541007172 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 3 | 143759 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3000541007414 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SERIES 1 | 6890 | 3 | 6890 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN3001671001862 | MATTHEWS INDIA FUND | 1091307 | 3 | 1091307 | 21/07/2014 | VALID |
| Clearing House | IN3001671002987 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 3 | 908531 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN3001671005935 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 3 | 134305 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN3001671005937 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/GE122-WASATCH ADVISORS INC. | 114831 | 3 | 114831 | 21/07/2014 | VALID |
| Clearing House | IN3001671005749 | ROYCE VALUE TRUST INC. | 20000 | 3 | 20000 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN3001671005948 | WASATCH EMERGING INDIA FUND | 15474 | 3 | 15474 | 21/07/2014 | VALID |
| Clearing House | IN3001671010481 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209992 | 3 | 209992 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN3001671010876 | MATTHEWS EMERGING ASIA FUND | 41454 | 3 | 41454 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN3001671011084 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846543 | 3 | 846543 | 21/07/2014 | VALID |
| Clearing House | IN3001671015959 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC. | 28943 | 3 | 28943 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3004764084220 | PIRAMAL ENTERPRISES LIMITED | 6578940 | 3 | 6578940 | 21/07/2014 | VALID |
| NRI-Non Repatriable | IN3005131899199 | CHITTARANJAN DASH | 4246 | 3 | 4246 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3013132124734 | SHRIRAM CAPITAL LIMITED | 2300000 | 3 | 2300000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN3013132511390 | SHRIRAM CAPITAL LIMITED | 13969724 | 3 | 13969724 | 21/07/2014 | VALID |
| NRI-Non Repatriable | IN3029024825646 | C M VISWESWARAN | 1 | 3 | 1 | 22/07/2014 | VALID |
| Clearing House | IN3034381004781 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 3 | 550000 | 21/07/2014 | VALID |
| Clearing House | IN3034381009358 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 3 | 4031 | 21/07/2014 | VALID |
| Clearing House | IN3034381011537 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 3 | 3466 | 21/07/2014 | VALID |
| Clearing House | IN3034381012152 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 3 | 80061 | 21/07/2014 | VALID |
| | | | | | | | |
| Total For | | | | 39 | 49681118 | | |
| | | | | | | | |
| Resolution 2 Against | | | | 0 | 0 | | |
| | | | | | | | |








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| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1202900000605231 | V ANURADHA | 1500 | 5 | 1500 | 22/07/2014 | VALID |
| Substatus unavailable in EVS | 1203840000323064 | V PRASAD | 1044 | 5 | 1044 | 21/07/2014 | VALID |
| Corporate Body-Domestic | 1203840001349367 | SHRIRAM CAPITAL LIMITED | 5999153 | 5 | 5999153 | 21/07/2014 | VALID |
| Clearing House | IN300054100002737 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 5 | 297174 | 21/07/2014 | VALID |
| Clearing House | IN300054100013026 | ACACIA II PARTNERS, LP | 60000 | 5 | 60000 | 21/07/2014 | VALID |
| Clearing House | IN300054100013034 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 5 | 661100 | 21/07/2014 | VALID |
| Clearing House | IN300054100013042 | ACACIA PARTNERS, LP | 1000000 | 5 | 1000000 | 21/07/2014 | VALID |
| Clearing House | IN300054100018686 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 5 | 162152 | 21/07/2014 | VALID |
| Clearing House | IN300054100022345 | ACACIA CONSERVATION FUND LP | 400000 | 5 | 400000 | 21/07/2014 | VALID |
| Bank-Others | IN300054100024287 | ACACIA BANYAN PARTNERS | 363900 | 5 | 363900 | 21/07/2014 | VALID |
| Clearing House | IN300054100056022 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 5 | 109591 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300054100069737 | TPG INDIA INVESTMENTS I INC | 13421889 | 5 | 13421889 | 21/07/2014 | VALID |
| Clearing House | IN300054100071724 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 5 | 143759 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100021862 | MATTHEWS INDIA FUND | 1091307 | 5 | 1091307 | 21/07/2014 | VALID |
| Clearing House | IN300167100039877 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 5 | 908531 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100055835 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 5 | 134305 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100056337 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYST | 114831 | 5 | 114831 | 21/07/2014 | VALID |
| Clearing House | IN300167100057494 | ROYCE VALUE TRUST INC. | 20000 | 5 | 20000 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100091487 | WASATCH EMERGING INDIA FUND | 15474 | 5 | 15474 | 21/07/2014 | VALID |
| Clearing House | IN300167100104814 | WASATCH EMERGING MARKETS SMALL CAP OT | 209992 | 5 | 209992 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100109761 | MATTHEWS EMERGING ASIA FUND | 41454 | 5 | 41454 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100110348 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846543 | 5 | 846543 | 21/07/2014 | VALID |
| Clearing House | IN300167100115059 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVI | 28943 | 5 | 28943 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300476400844220 | PIRAMAL ENTERPRISES LIMITED | 6579840 | 5 | 6579840 | 22/07/2014 | VALID |
| NRI-Non Repatriable | IN300513100995199 | CHITTARANJAN DASH | 4246 | 5 | 4246 | 22/07/2014 | VALID |
| Substatus unavailable in EVS | IN301132100247349 | SHRIRAM CAPITAL LIMITED | 2300000 | 5 | 2300000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN301132101511390 | SHRIRAM CAPITAL LIMITED | 13969724 | 5 | 13969724 | 21/07/2014 | VALID |
| NRI-Non Repatriable | IN302902100256646 | C M VISWESWARAN | 1 | 5 | 1 | 22/07/2014 | VALID |
| Clearing House | IN303438100004781 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 5 | 550000 | 21/07/2014 | VALID |
| Clearing House | IN303438100009358 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 5 | 4031 | 21/07/2014 | VALID |
| Clearing House | IN303438101011537 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 5 | 3466 | 21/07/2014 | VALID |
| | | | | | | | |
| Total For | | | | 31 | 45443950 | | |



Contd.....

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for No | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Clearing House | IN9034381001215 2 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 5 | 80061 | 21/07/201 | VALID |
| | | | | | | | |
| Total Against | | | | 1 | 80061 | | |
| | | | | | | | |
| | | | | | | | |

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for No | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | IN300541006613 2 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIO | 10000 | 5 | - | - | NOT VOTED |
| Substatus unavailable in EVS | IN300541006634 0 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY IP | 5000 | 5 | - | - | NOT VOTED |
| Substatus unavailable in EVS | IN300541006727 9 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUN | 120000 | 5 | - | - | NOT VOTED |
| Substatus unavailable in EVS | IN300541006728 7 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 5 | - | - | NOT VOTED |
| Substatus unavailable in EVS | IN300541006729 5 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEAL | 9000 | 5 | - | - | NOT VOTED |
| Substatus unavailable in EVS | IN300541006730 0 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVIN | 7588 | 5 | - | - | NOT VOTED |
| Substatus unavailable in EVS | IN300541007414 9 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING I | 6850 | 5 | - | - | NOT VOTED |
| | | | | | | | |
| Total Not Voted list for Resolution 5 | | | 159107 | 7 | | | |

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1202930000695231 | V ANURADHA | 1500 | 7 | 1500 | 22/07/2014 | 1 VALID |
| Substatus unavailable in EVS | 1203840000323064 | V PRASAD | 1044 | 7 | 1044 | 21/07/2014 | 1 VALID |
| Corporate Body-Domestic | 1203840001349367 | SHRIRAM CAPITAL LIMITED | 5999153 | 7 | 5999153 | 21/07/2014 | 1 VALID |
| Clearing House | IN300541000Z737 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 7 | 297174 | 21/07/2014 | 0 VALID |
| Clearing House | IN300541001Z026 | ACACIA II PARTNERS, LP | 60000 | 7 | 60000 | 21/07/2014 | 1 VALID |
| Clearing House | IN300541001Z034 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 7 | 661100 | 21/07/2014 | 1 VALID |
| Clearing House | IN300541001Z042 | ACACIA PARTNERS, LP | 1000000 | 7 | 1000000 | 21/07/2014 | 1 VALID |
| Clearing House | IN300541001B686 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 7 | 162152 | 21/07/2014 | 0 VALID |
| Clearing House | IN300541001Z345 | ACACIA CONSERVATION FUND LP | 400000 | 7 | 400000 | 21/07/2014 | 1 VALID |
| Bank-Others | IN300541002A287 | ACACIA BANYAN PARTNERS | 363900 | 7 | 363900 | 21/07/2014 | 1 VALID |
| Clearing House | IN300541005A022 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 7 | 109591 | 21/07/2014 | 0 VALID |
| Substatus unavailable in EVS | IN300541006B132 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND-PLAN | 10000 | 7 | 10000 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300541006B340 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 5000 | 7 | 5000 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300541006T279 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 7 | 120000 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300541006T287 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 7 | 629 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300541006T295 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 7 | 9000 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300541006T300 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVINGS 5 PLAN | 7588 | 7 | 7588 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300541006B737 | TPG INDIA INVESTMENTS I INC | 13421889 | 7 | 13421889 | 21/07/2014 | 0 VALID |
| Clearing House | IN300541007L724 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 7 | 143759 | 21/07/2014 | 0 VALID |
| Substatus unavailable in EVS | IN300541007A149 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SERIES 1 | 6890 | 7 | 6890 | 21/07/2014 | 1 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100Z1B62 | MATTHEWS INDIA FUND | 1091307 | 7 | 1091307 | 21/07/2014 | 0 VALID |
| Clearing House | IN300167100J9B77 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 7 | 908531 | 21/07/2014 | 0 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100S5B35 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 7 | 134305 | 21/07/2014 | 0 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100S5837 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/GE322-WASATCH AD | 114831 | 7 | 114831 | 21/07/2014 | 0 VALID |
| Clearing House | IN300167100S7494 | ROYCE VALUE TRUST INC. | 20000 | 7 | 20000 | 21/07/2014 | 0 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100J1487 | WASATCH EMERGING INDIA FUND | 15474 | 7 | 15474 | 21/07/2014 | 0 VALID |
| Clearing House | IN300167101Q4B14 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209992 | 7 | 209992 | 21/07/2014 | 0 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101J9762 | MATTHEWS EMERGING ASIA FUND | 41454 | 7 | 41454 | 21/07/2014 | 0 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101I0848 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846543 | 7 | 846543 | 21/07/2014 | 0 VALID |
| Clearing House | IN300167101I5059 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC. | 28943 | 7 | 28943 | 21/07/2014 | 0 VALID |
| Substatus unavailable in EVS | IN300476Q0844220 | PIRAMAL ENTERPRISES LIMITED | 6579840 | 7 | 6579840 | 22/07/2014 | 1 VALID |
| NRI-Non Repatriable | IN300513J8895169 | CHITTARANJAN DASH | 4246 | 7 | 4246 | 22/07/2014 | 0 VALID |
| Substatus unavailable in EVS | IN301312J247349 | SHRIRAM CAPITAL LIMITED | 2300000 | 7 | 2300000 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN301312J511390 | SHRIRAM CAPITAL LIMITED | 13969724 | 7 | 13969724 | 21/07/2014 | 1 VALID |
| NRI-Non Repatriable | IN302902J425646 | C M VISWESWARAN | 1 | 7 | 1 | 22/07/2014 | 0 VALID |
| Clearing House | IN303438100Q781 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 7 | 550000 | 21/07/2014 | 0 VALID |
| Clearing House | IN303438100Q958 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 7 | 4031 | 21/07/2014 | 0 VALID |
| Clearing House | IN303438100I1537 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 7 | 3466 | 21/07/2014 | 0 VALID |
| Clearing House | IN303438100I2152 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 7 | 80061 | 21/07/2014 | 0 VALID |
| | | | | | | | |
| Total For | | | | 39 | 49685118 | | |
| | | | | | | | |
| Resolution 2 Against | | | | 0 | 0 | | |



Contd.....

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1203500000605231 | V ANURADHA | 1500 | 8 | 1500 | 22/07/2014 | VALID |
| Substatus unavailable in EVS | 1203840000323064 | V PRASAD | 1044 | 8 | 1044 | 21/07/2014 | VALID |
| Corporate Body-Domestic | 1203840001349367 | SHRIRAM CAPITAL LIMITED | 5999153 | 8 | 5999153 | 21/07/2014 | VALID |
| Clearing House | IN300541000273 7 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 8 | 297174 | 21/07/2014 | VALID |
| Clearing House | IN300541001302 6 | ACACIA II PARTNERS, LP | 60000 | 8 | 60000 | 21/07/2014 | VALID |
| Clearing House | IN300541001303 4 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 8 | 661100 | 21/07/2014 | VALID |
| Clearing House | IN300541001304 2 | ACACIA PARTNERS, LP | 1000000 | 8 | 1000000 | 21/07/2014 | VALID |
| Clearing House | IN300541001868 6 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 8 | 162152 | 21/07/2014 | VALID |
| Clearing House | IN300541002234 5 | ACACIA CONSERVATION FUND LP | 400000 | 8 | 400000 | 21/07/2014 | VALID |
| Bank-Others | IN300541002428 7 | ACACIA BANYAN PARTNERS | 363900 | 8 | 363900 | 21/07/2014 | VALID |
| Clearing House | IN300541005602 2 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 8 | 109591 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006613 2 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND-PL | 10000 | 8 | 10000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006634 0 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 5000 | 8 | 5000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006727 9 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 8 | 120000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006728 7 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 8 | 629 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006729 5 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 8 | 9000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006730 0 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVINGS 5 PLAN | 7588 | 8 | 7588 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006973 7 | TPG INDIA INVESTMENTS I INC | 13421889 | 8 | 13421889 | 21/07/2014 | VALID |
| Clearing House | IN300541007172 4 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 8 | 143759 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541007414 9 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SERIE | 6890 | 8 | 6890 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100218 62 | MATTHEWS INDIA FUND | 1091307 | 8 | 1091307 | 21/07/2014 | VALID |
| Clearing House | IN300167100398 77 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 8 | 908531 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100558 35 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 8 | 134305 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100563 37 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/GE322-WASATCH | 114831 | 8 | 114831 | 21/07/2014 | VALID |
| Clearing House | IN300167100574 94 | ROYCE VALUE TRUST INC. | 20000 | 8 | 20000 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100914 87 | WASATCH EMERGING INDIA FUND | 15474 | 8 | 15474 | 21/07/2014 | VALID |
| Clearing House | IN300167101048 14 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209992 | 8 | 209992 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101097 62 | MATTHEWS EMERGING ASIA FUND | 41454 | 8 | 41454 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101103 48 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846543 | 8 | 846543 | 21/07/2014 | VALID |
| Clearing House | IN300167101150 59 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC. | 28943 | 8 | 28943 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300476408442 20 | PIRAMAL ENTERPRISES LIMITED | 6579840 | 8 | 6579840 | 22/07/2014 | VALID |
| NRI-Non Repatriable | IN300513189951 99 | CHITTARANJAN DASH | 4246 | 8 | 4246 | 22/07/2014 | VALID |
| Substatus unavailable in EVS | IN301313212473 49 | SHRIRAM CAPITAL LIMITED | 2300000 | 8 | 2300000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN301313215113 90 | SHRIRAM CAPITAL LIMITED | 13969724 | 8 | 13969724 | 21/07/2014 | VALID |
| NRI-Non Repatriable | IN302902482566 46 | C M VISWESWARAN | 1 | 8 | 1 | 22/07/2014 | VALID |
| Clearing House | IN303438100047 81 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 8 | 550000 | 21/07/2014 | VALID |
| Clearing House | IN303438100095 58 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 8 | 4031 | 21/07/2014 | VALID |
| Clearing House | IN303438100115 37 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 8 | 3466 | 21/07/2014 | VALID |
| Clearing House | IN303438100121 52 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 8 | 80061 | 21/07/2014 | VALID |
| | | | | | | | |
| **Total Fav** | | | | 39 | 4968118 | | |
| | | | | | | | |
| **Resolution 2 Against** | | | | 0 | 0 | | |









Contd.....

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1203530000695231 | V ANURADHA | 1500 | 9 | 1500 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | 1203840000325064 | V PRASAD | 1044 | 9 | 1044 | 21/07/2014 | VALID |
| Corporate Body-Domestic | 1203840001349367 | SHRIRAM CAPITAL LIMITED | 5999153 | 9 | 5999153 | 21/07/2014 | VALID |
| Clearing House | IN300541000737 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 9 | 297174 | 21/07/2014 | VALID |
| Clearing House | IN300541001026 | ACACIA II PARTNERS, LP | 60000 | 9 | 60000 | 21/07/2014 | VALID |
| Clearing House | IN300541001034 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 9 | 661100 | 21/07/2014 | VALID |
| Clearing House | IN300541001042 | ACACIA PARTNERS, LP | 1000000 | 9 | 1000000 | 21/07/2014 | VALID |
| Clearing House | IN300541001686 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 9 | 162152 | 21/07/2014 | VALID |
| Clearing House | IN300541002345 | ACACIA CONSERVATION FUND LP | 400000 | 9 | 400000 | 21/07/2014 | VALID |
| Bank-Others | IN300541002487 | ACACIA BANYAN PARTNERS | 363900 | 9 | 363900 | 21/07/2014 | VALID |
| Clearing House | IN300541005902 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 9 | 109591 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006132 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND-PL | 10000 | 9 | 10000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006340 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 5000 | 9 | 5000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006729 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 9 | 120000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006787 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 9 | 629 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006795 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 9 | 9000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006730 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVINGS 5 PLAN | 7588 | 9 | 7588 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541006973 | TPG INDIA INVESTMENTS I INC | 13421889 | 9 | 13421889 | 21/07/2014 | VALID |
| Clearing House | IN300541007172 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 9 | 143759 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541007414 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SERIE | 6890 | 9 | 6890 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100218 62 | MATTHEWS INDIA FUND | 1091307 | 9 | 1091307 | 21/07/2014 | VALID |
| Clearing House | IN300167100398 77 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 9 | 908531 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100558 35 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 9 | 134305 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100563 37 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/GE332-WASATCH | 114831 | 9 | 114831 | 21/07/2014 | VALID |
| Clearing House | IN300167100574 94 | ROYCE VALUE TRUST INC. | 20000 | 9 | 20000 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100914 87 | WASATCH EMERGING INDIA FUND | 15474 | 9 | 15474 | 21/07/2014 | VALID |
| Clearing House | IN300167101048 14 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209992 | 9 | 209992 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101097 62 | MATTHEWS EMERGING ASIA FUND | 41454 | 9 | 41454 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101103 48 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846543 | 9 | 846543 | 21/07/2014 | VALID |
| Clearing House | IN300167101150 59 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC. | 28943 | 9 | 28943 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300476408442 20 | PIRAMAL ENTERPRISES LIMITED | 6579840 | 9 | 6579840 | 22/07/2014 | VALID |
| NRI-Non Repatriable | IN300513189951 99 | CHITTARANJAN DASH | 4246 | 9 | 4246 | 22/07/2014 | VALID |
| Substatus unavailable in EVS | IN301313214734 9 | SHRIRAM CAPITAL LIMITED | 2300000 | 9 | 2300000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN301313215139 0 | SHRIRAM CAPITAL LIMITED | 1396924 | 9 | 1396924 | 21/07/2014 | VALID |
| NRI-Non Repatriable | IN302902825664 6 | C M VISWESWARAN | 1 | 9 | 1 | 22/07/2014 | VALID |
| Clearing House | IN303438100047 81 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 9 | 550000 | 21/07/2014 | VALID |
| Clearing House | IN303438100095 8 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 9 | 4031 | 21/07/2014 | VALID |
| Clearing House | IN303438100115 37 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 9 | 3466 | 21/07/2014 | VALID |
| | | | | | | | |
| **Total Fav** | | | | **38** | **49603057** | | |

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for No | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Clearing House | IN303438100121 52 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 9 | 80061 | 21/07/2014 | VALID |
| | | | | | | | |
| **Total Against** | | | | **1** | **80061** | | |



Contd.....

| Shareholder Substatus | MemberId | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1203500000605231 | V ANURADHA | 1500 | 10 | 1500 | 22/07/2014 12 | VALID |
| Substatus unavailable in EVS | 1203840000323064 | V PRASAD | 1044 | 10 | 1044 | 21/07/2014 12 | VALID |
| Corporate Body-Domestic | 1203840001349367 | SHRIRAM CAPITAL LIMITED | 5999153 | 10 | 5999153 | 21/07/2014 12 | VALID |
| Clearing House | IN300541000273 7 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 10 | 297174 | 21/07/2014 04 | VALID |
| Clearing House | IN300541001302 6 | ACACIA II PARTNERS, LP | 60000 | 10 | 60000 | 21/07/2014 12 | VALID |
| Clearing House | IN300541001303 4 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 10 | 661100 | 21/07/2014 12 | VALID |
| Clearing House | IN300541001304 2 | ACACIA PARTNERS, LP | 1000000 | 10 | 1000000 | 21/07/2014 12 | VALID |
| Clearing House | IN300541001886 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 10 | 162152 | 21/07/2014 04 | VALID |
| Clearing House | IN300541002234 5 | ACACIA CONSERVATION FUND LP | 400000 | 10 | 400000 | 21/07/2014 12 | VALID |
| Bank-Others | IN300541002428 7 | ACACIA BANYAN PARTNERS | 363900 | 10 | 363900 | 21/07/2014 12 | VALID |
| Clearing House | IN300541005602 2 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 10 | 109591 | 21/07/2014 04 | VALID |
| Substatus unavailable in EVS | IN300541006613 2 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND-PI | 10000 | 10 | 10000 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN300541006634 0 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 5000 | 10 | 5000 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN300541006729 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 10 | 120000 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN300541006728 7 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 10 | 629 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN300541006729 5 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 10 | 9000 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN300541006790 0 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVINGS 5 PLAN | 7588 | 10 | 7588 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN300541006973 7 | TPG INDIA INVESTMENTS I INC | 13421889 | 10 | 13421889 | 21/07/2014 04 | VALID |
| Clearing House | IN300541007172 4 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 10 | 143759 | 21/07/2014 04 | VALID |
| Substatus unavailable in EVS | IN300541007414 9 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SERI | 6890 | 10 | 6890 | 21/07/2014 12 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100218 2 | MATTHEWS INDIA FUND | 1091307 | 10 | 1091307 | 21/07/2014 04 | VALID |
| Clearing House | IN300167100398 7 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 10 | 908531 | 21/07/2014 04 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100558 5 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 10 | 134305 | 21/07/2014 04 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100563 7 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/GE322-WASATCH | 114831 | 10 | 114831 | 21/07/2014 04 | VALID |
| Clearing House | IN300167100574 9 | ROYCE VALUE TRUST INC. | 20000 | 10 | 20000 | 21/07/2014 04 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100914 7 | WASATCH EMERGING INDIA FUND | 15474 | 10 | 15474 | 21/07/2014 04 | VALID |
| Clearing House | IN300167101048 4 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209992 | 10 | 209992 | 21/07/2014 04 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101097 6 | MATTHEWS EMERGING ASIA FUND | 41454 | 10 | 41454 | 21/07/2014 04 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101103 8 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846543 | 10 | 846543 | 21/07/2014 04 | VALID |
| Clearing House | IN300167101150 9 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC. | 28943 | 10 | 28943 | 21/07/2014 04 | VALID |
| Substatus unavailable in EVS | IN300476408442 20 | PIRAMAL ENTERPRISES LIMITED | 6579840 | 10 | 6579840 | 22/07/2014 12 | VALID |
| NRI-Non Repatriable | IN300513189951 99 | CHITTARANJAN DASH | 4246 | 10 | 4246 | 22/07/2014 02 | VALID |
| Substatus unavailable in EVS | IN301312124734 9 | SHRIRAM CAPITAL LIMITED | 2300000 | 10 | 2300000 | 21/07/2014 12 | VALID |
| Substatus unavailable in EVS | IN301313251139 0 | SHRIRAM CAPITAL LIMITED | 13969724 | 10 | 13969724 | 21/07/2014 12 | VALID |
| NRI-Non Repatriable | IN302902482566 46 | C M VISWESWARAN | 1 | 10 | 1 | 22/07/2014 02 | VALID |
| Clearing House | IN303438100047 81 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 10 | 550000 | 21/07/2014 02 | VALID |
| Clearing House | IN303438100093 58 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 10 | 4031 | 21/07/2014 02 | VALID |
| Clearing House | IN303438100115 37 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 10 | 3466 | 21/07/2014 02 | VALID |
| Clearing House | IN303438100121 52 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 10 | 80061 | 21/07/2014 02 | VALID |
| | | | | | | | |
| Total Fav | | | | 39 | 49683118 | | |
| | | | | | | | |
| Resolution 2 Against | | | | 0 | 0 | | |









Contd.....

| Shareholder Substatus | MemberId | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1205000000605131 | V ANURADHA | 1500 | 11 | 1500 | 21/07/2014 1 | VALID |
| Substatus unavailable in EVS | 1203840000323064 | V PRASAD | 1044 | 11 | 1044 | 21/07/2014 1 | VALID |
| Corporate Body-Domestic | 1203840001349367 | SHRIRAM CAPITAL LIMITED | 5999153 | 11 | 5999153 | 21/07/2014 1 | VALID |
| Clearing House | IN300541002737 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 11 | 297174 | 21/07/2014 0 | VALID |
| Clearing House | IN300541013026 | ACACIA II PARTNERS, LP | 60000 | 11 | 60000 | 21/07/2014 1 | VALID |
| Clearing House | IN300541013034 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 11 | 661100 | 21/07/2014 1 | VALID |
| Clearing House | IN300541013042 | ACACIA PARTNERS, LP | 1000000 | 11 | 1000000 | 21/07/2014 1 | VALID |
| Clearing House | IN300541018686 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 11 | 162152 | 21/07/2014 0 | VALID |
| Clearing House | IN300541022945 | ACACIA CONSERVATION FUND LP | 400000 | 11 | 400000 | 21/07/2014 1 | VALID |
| Bank-Others | IN300541024287 | ACACIA BANYAN PARTNERS | 363900 | 11 | 363900 | 21/07/2014 1 | VALID |
| Clearing House | IN300541056022 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 11 | 109591 | 21/07/2014 0 | VALID |
| Substatus unavailable in EVS | IN300541066132 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND | 10000 | 11 | 10000 | 21/07/2014 1 | VALID |
| Substatus unavailable in EVS | IN300541066340 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 5000 | 11 | 5000 | 21/07/2014 1 | VALID |
| Substatus unavailable in EVS | IN300541067279 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 11 | 120000 | 21/07/2014 1 | VALID |
| Substatus unavailable in EVS | IN300541067287 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 11 | 629 | 21/07/2014 1 | VALID |
| Substatus unavailable in EVS | IN300541067295 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 11 | 9000 | 21/07/2014 1 | VALID |
| Substatus unavailable in EVS | IN300541067300 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVINGS 5 PLAN | 7588 | 11 | 7588 | 21/07/2014 1 | VALID |
| Substatus unavailable in EVS | IN300541069737 | TPG INDIA INVESTMENTS I INC | 13421889 | 11 | 13421889 | 21/07/2014 0 | VALID |
| Clearing House | IN300541071724 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 11 | 143759 | 21/07/2014 0 | VALID |
| Substatus unavailable in EVS | IN300541074149 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SE | 6890 | 11 | 6890 | 21/07/2014 1 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100218G2 | MATTHEWS INDIA FUND | 1091307 | 11 | 1091307 | 21/07/2014 0 | VALID |
| Clearing House | IN300167100398T7 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 11 | 908531 | 21/07/2014 0 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100538J5 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 11 | 134305 | 21/07/2014 0 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100563J7 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/G8322-WASAT | 114831 | 11 | 114831 | 21/07/2014 0 | VALID |
| Clearing House | IN300167100574N4 | ROYCE VALUE TRUST INC. | 20000 | 11 | 20000 | 21/07/2014 0 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100914R7 | WASATCH EMERGING INDIA FUND | 15474 | 11 | 15474 | 21/07/2014 0 | VALID |
| Clearing House | IN300167101048J4 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209992 | 11 | 209992 | 21/07/2014 0 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101097G2 | MATTHEWS EMERGING ASIA FUND | 41454 | 11 | 41454 | 21/07/2014 0 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101103H8 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846543 | 11 | 846543 | 21/07/2014 0 | VALID |
| Clearing House | IN300167101152G9 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC. | 28943 | 11 | 28943 | 21/07/2014 0 | VALID |
| Substatus unavailable in EVS | IN300476408442Z0 | PIRAMAL ENTERPRISES LIMITED | 6579840 | 11 | 6579840 | 22/07/2014 1 | VALID |
| NRI-Non Repatriable | IN300513189951W9 | CHITTARANJAN DASH | 4246 | 11 | 4246 | 22/07/2014 0 | VALID |
| Substatus unavailable in EVS | IN301312124734Y | SHRIRAM CAPITAL LIMITED | 2300000 | 11 | 2300000 | 21/07/2014 1 | VALID |
| Substatus unavailable in EVS | IN301312151139O | SHRIRAM CAPITAL LIMITED | 13969724 | 11 | 13969724 | 21/07/2014 1 | VALID |
| NRI-Non Repatriable | IN302902462564G | C M VISWESWARAN | 1 | 11 | 1 | 22/07/2014 0 | VALID |
| Clearing House | IN303438100047B1 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 11 | 550000 | 21/07/2014 0 | VALID |
| Clearing House | IN303438100093S8 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 11 | 4031 | 21/07/2014 0 | VALID |
| Clearing House | IN303438100115J7 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 11 | 3466 | 21/07/2014 0 | VALID |
| | | | | | | | |
| Total For | | | | 38 | 49609057 | | |

| Shareholder Substatus | MemberId | Member Name | No. of Shares | Resolution Number | No. of Votes for No | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Clearing House | IN303438100112J2 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 11 | 80061 | 21/07/2014 0 | VALID |
| | | | | | | | |
| Total Against | | | | 1 | 80061 | | |



Contd.....

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1203500000605231 | V ANURADHA | 1500 | 12 | 1500 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | 1203840000323064 | V PRASAD | 1044 | 12 | 1044 | 21/07/2014 | VALID |
| Corporate Body-Domestic | 1203840001345967 | SHRIRAM CAPITAL LIMITED | 5999153 | 12 | 5999153 | 21/07/2014 | VALID |
| Clearing House | IN300541002737 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 12 | 297174 | 21/07/2014 | VALID |
| Clearing House | IN300541013026 | ACACIA II PARTNERS, LP | 60000 | 12 | 60000 | 21/07/2014 | VALID |
| Clearing House | IN300541013034 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 12 | 661100 | 21/07/2014 | VALID |
| Clearing House | IN300541013042 | ACACIA PARTNERS, LP | 1000000 | 12 | 1000000 | 21/07/2014 | VALID |
| Clearing House | IN300541022345 | ACACIA CONSERVATION FUND LP | 400000 | 12 | 400000 | 21/07/2014 | VALID |
| Bank-Others | IN300541024287 | ACACIA BANYAN PARTNERS | 363900 | 12 | 363900 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541066132 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND-PLA | 10000 | 12 | 10000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541066340 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 5000 | 12 | 5000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541067279 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 12 | 120000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541067287 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 12 | 629 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541067295 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 12 | 9000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541067300 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVINGS 5 PLAN | 7588 | 12 | 7588 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541069737 | TPG INDIA INVESTMENTS I INC | 13421889 | 12 | 13421889 | 21/07/2014 | VALID |
| Clearing House | IN300541071724 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 12 | 143759 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300541074149 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SERIES | 6880 | 12 | 6880 | 21/07/2014 | VALID |
| Clearing House | IN300167105749 4 | ROYCE VALUE TRUST INC. | 20000 | 12 | 20000 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101 0348 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846543 | 12 | 846543 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300476408442 20 | PIRAMAL ENTERPRISES LIMITED | 6579840 | 12 | 6579840 | 22/07/2014 | VALID |
| NRI-Non Repatriable | IN300513189951 99 | CHITTARANJAN DASH | 4246 | 12 | 4246 | 22/07/2014 | VALID |
| Substatus unavailable in EVS | IN301313212473 49 | SHRIRAM CAPITAL LIMITED | 2300000 | 12 | 2300000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN301313215113 90 | SHRIRAM CAPITAL LIMITED | 13969724 | 12 | 13969724 | 21/07/2014 | VALID |
| NRI-Non Repatriable | IN302902482566 46 | C M VISWESWARAN | 1 | 12 | 1 | 22/07/2014 | VALID |
| | | | | | | | |
| **Total For** | | | | **25** | **46228980** | | |

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for No | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Clearing House | IN300541001868 6 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 12 | 162152 | 21/07/2014 | VALID |
| Clearing House | IN300541005602 2 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 12 | 109591 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100218 62 | MATTHEWS INDIA FUND | 1091307 | 12 | 1091307 | 21/07/2014 | VALID |
| Clearing House | IN300167103987 7 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 12 | 908531 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100558 35 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 12 | 134305 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100563 37 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/GE322-WASATCH A | 114831 | 12 | 114831 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100914 87 | WASATCH EMERGING INDIA FUND | 15474 | 12 | 15474 | 21/07/2014 | VALID |
| Clearing House | IN300167101048 14 | WASATCH EMERGING MARKETS SMALL CAP OT | 209992 | 12 | 209992 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101097 62 | MATTHEWS EMERGING ASIA FUND | 41454 | 12 | 41454 | 21/07/2014 | VALID |
| Clearing House | IN300167101150 59 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC. | 28943 | 12 | 28943 | 21/07/2014 | VALID |
| Clearing House | IN303438100047 81 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 12 | 550000 | 21/07/2014 | VALID |
| Clearing House | IN303438100093 58 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 12 | 4031 | 21/07/2014 | VALID |
| Clearing House | IN303438100115 37 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 12 | 3466 | 21/07/2014 | VALID |
| Clearing House | IN303438100121 52 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 12 | 80061 | 21/07/2014 | VALID |
| | | | | | | | |
| **Total Against** | | | | **14** | **3454138** | | |



Contd.....

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1203500000605231 | V ANURADHA | 1500 | 13 | 1500 | 22/07/2014 | VALID |
| Substatus unavailable in EVS | 1203840000323064 | V PRASAD | 1044 | 13 | 1044 | 21/07/2014 | VALID |
| Corporate Body-Domestic | 1203840000349367 | SHRIRAM CAPITAL LIMITED | 5999153 | 13 | 5999153 | 21/07/2014 | VALID |
| Clearing House | IN30005410002737 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 13 | 297174 | 21/07/2014 | VALID |
| Clearing House | IN300054010013026 | ACACIA II PARTNERS, LP | 60000 | 13 | 60000 | 21/07/2014 | VALID |
| Clearing House | IN300054010013034 | ACACIA INSTITUTIONAL PARTNERS, LP | 661100 | 13 | 661100 | 21/07/2014 | VALID |
| Clearing House | IN300054010013042 | ACACIA PARTNERS, LP | 1000000 | 13 | 1000000 | 21/07/2014 | VALID |
| Clearing House | IN300054010018686 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162152 | 13 | 162152 | 21/07/2014 | VALID |
| Clearing House | IN300054010022345 | ACACIA CONSERVATION FUND LP | 400000 | 13 | 400000 | 21/07/2014 | VALID |
| Bank-Others | IN300054010024287 | ACACIA BANYAN PARTNERS | 363900 | 13 | 363900 | 21/07/2014 | VALID |
| Clearing House | IN300054010056022 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 13 | 109591 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300054010066132 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND-PLAI | 10000 | 13 | 10000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300054010066340 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 5000 | 13 | 5000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300054010067279 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 13 | 120000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300054010067287 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 629 | 13 | 629 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300054010067295 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 13 | 9000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300054010067300 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVINGS 5 PLAN | 7588 | 13 | 7588 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300054010069737 | TPG INDIA INVESTMENTS I INC | 13421889 | 13 | 13421889 | 21/07/2014 | VALID |
| Clearing House | IN300054010071724 | ASHMORE SICAV INDIAN SMALL-CAP EQUITY FUND | 143759 | 13 | 143759 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300054010074149 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SERIES | 6890 | 13 | 6890 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167010021862 | MATTHEWS INDIA FUND | 1091307 | 13 | 1091307 | 21/07/2014 | VALID |
| Clearing House | IN300167010039877 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 13 | 908531 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167010055835 | WASATCH GLOBAL OPPORTUNITIES FUND | 134305 | 13 | 134305 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167010056337 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM/GE322-WASATCH A | 114831 | 13 | 114831 | 21/07/2014 | VALID |
| Clearing House | IN300167010057494 | ROYCE VALUE TRUST INC. | 20000 | 13 | 20000 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167010091487 | WASATCH EMERGING INDIA FUND | 15474 | 13 | 15474 | 21/07/2014 | VALID |
| Clearing House | IN300167010104814 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209992 | 13 | 209992 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167010109762 | MATTHEWS EMERGING ASIA FUND | 41454 | 13 | 41454 | 21/07/2014 | VALID |
| Foreign Institutional Investor (FII) - Others | IN300167010110348 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SCM | 846543 | 13 | 846543 | 21/07/2014 | VALID |
| Clearing House | IN300167010115059 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC. | 28943 | 13 | 28943 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN300476040844220 | PIRAMAL ENTERPRISES LIMITED | 6579840 | 13 | 6579840 | 22/07/2014 | VALID |
| NRI-Non Repatriable | IN300513189951 99 | CHITTARANJAN DASH | 4246 | 13 | 4246 | 22/07/2014 | VALID |
| Substatus unavailable in EVS | IN301313121247349 | SHRIRAM CAPITAL LIMITED | 2300000 | 13 | 2300000 | 21/07/2014 | VALID |
| Substatus unavailable in EVS | IN301313121511390 | SHRIRAM CAPITAL LIMITED | 13969724 | 13 | 13969724 | 21/07/2014 | VALID |
| NRI-Non Repatriable | IN302902048256646 | C M VISWESWARAN | 1 | 13 | 1 | 22/07/2014 | VALID |
| Clearing House | IN303438100047 81 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 13 | 550000 | 21/07/2014 | VALID |
| Clearing House | IN303438100093 58 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 13 | 4031 | 21/07/2014 | VALID |
| Clearing House | IN303438100115 37 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 13 | 3466 | 21/07/2014 | VALID |
| | | | | | | | |
| **Total Fav** | | | | **38** | **49603057** | | |

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for No | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Clearing House | IN303438100121 52 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 13 | 80061 | 21/07/2014 | VALID |
| | | | | | | | |
| **Total Against** | | | | **1** | **80061** | | |



Contd.....

| Shareholder Substatus | Memberid | Member Name | No. of Shares | Resolution Number | No. of Votes for Yes | Date of Voting | Status of Vote |
|---|---|---|---|---|---|---|---|
| Substatus unavailable in EVS | 1203900000065131 | V ANURADHA | 1920 | 14 | 1920 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | 1203840000319064 | V PRASAD | 1044 | 14 | 1044 | 21/07/2014 | 1 VALID |
| Corporate Body-Domestic | 1201840000348867 | SHRIRAM CAPITAL LIMITED | 5999153 | 14 | 5999153 | 21/07/2014 | 1 VALID |
| Clearing House | IN300054100017167 | FIDELITY FUNDS - PACIFIC FUND | 267134 | 14 | 267134 | 21/07/2014 | 1 VALID |
| Clearing House | IN300054100018226 | ACACIA II PARTNERS, LP | 60000 | 14 | 60000 | 21/07/2014 | 1 VALID |
| Clearing House | IN300054100133916 | ACACIA INSTITUTIONAL PARTNERS, LP | 661380 | 14 | 661380 | 21/07/2014 | 1 VALID |
| Clearing House | IN300054100133942 | ACACIA PARTNERS, LP | 1000000 | 14 | 1000000 | 21/07/2014 | 1 VALID |
| Clearing House | IN300054100188666 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 162162 | 14 | 162162 | 21/07/2014 | 1 VALID |
| Clearing House | IN300054100232445 | ACACIA CONSERVATION FUND LP | 400000 | 14 | 400000 | 21/07/2014 | 1 VALID |
| Bank Others | IN300054100234287 | ACACIA BANYAN PARTNERS | 2639000 | 14 | 2639000 | 21/07/2014 | 1 VALID |
| Clearing House | IN300054100256022 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 14 | 109591 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300054100661132 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND-PLAN | 18000 | 14 | 18000 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300054100663681 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 9000 | 14 | 9000 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300054100672179 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 14 | 120000 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300054100672187 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 639 | 14 | 639 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300054100672195 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 14 | 9000 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300054100672203 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-SAVINGS 5 PLAN | 7588 | 14 | 7588 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300054100697757 | TPG INDIA INVESTMENTS I INC | 13421889 | 14 | 13421889 | 21/07/2014 | 1 VALID |
| Clearing House | IN300054100717174 | ASHMORE SICAV INDIAN SMALL CAP EQUITY FUND | 143759 | 14 | 143759 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300054100741149 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SERIES | 6894 | 14 | 6894 | 21/07/2014 | 1 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100223962 | MATTHEWS INDIA FUND | 3795302 | 14 | 3795302 | 21/07/2014 | 1 VALID |
| Clearing House | IN300167100398877 | WASATCH EMERGING MARKETS SMALL CAP FUND | 908531 | 14 | 908531 | 21/07/2014 | 1 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100476895 | WASATCH GLOBAL OPPORTUNITIES FUND | 1481054 | 14 | 1481054 | 21/07/2014 | 1 VALID |
| Foreign Institutional Investor (FII) - Others | IN300267100836357 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM SEG2-WASATCH N | 114893 | 14 | 114893 | 21/07/2014 | 1 VALID |
| Clearing House | IN300267100953444 | ROYCE VALUE TRUST INC. | 28000 | 14 | 28000 | 21/07/2014 | 1 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167100954467 | WASATCH EMERGING INDIA FUND | 15474 | 14 | 15474 | 21/07/2014 | 1 VALID |
| Clearing House | IN300167101040804 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209482 | 14 | 209482 | 21/07/2014 | 1 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101097672 | MATTHEWS EMERGING ASIA FUND | 414454 | 14 | 414454 | 21/07/2014 | 1 VALID |
| Foreign Institutional Investor (FII) - Others | IN300167101318948 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SDM | 846543 | 14 | 846543 | 21/07/2014 | 1 VALID |
| Clearing House | IN300167101419054 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC. | 28943 | 14 | 28943 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN300476404442203 | PARAMAL ENTERPRISES LIMITED | 6579843 | 14 | 6579843 | 21/07/2014 | 1 VALID |
| NRI-Non Repatriable | IN300513188995199 | CHITTARANJAN DASH | 4246 | 14 | 4246 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN301313213473446 | SHRIRAM CAPITAL LIMITED | 2300006 | 14 | 2300006 | 21/07/2014 | 1 VALID |
| Substatus unavailable in EVS | IN301313213511200 | SHRIRAM CAPITAL LIMITED | 13860724 | 14 | 13860724 | 21/07/2014 | 1 VALID |
| NRI-Non Repatriable | IN302802482586946 | C M VISWESWARAN | 1 | 14 | 1 | 22/07/2014 | 1 VALID |
| Clearing House | IN303438100047781 | GOVERNMENT PENSION FUND GLOBAL | 550000 | 14 | 550000 | 21/07/2014 | 1 VALID |
| Clearing House | IN303438100083258 | MATTHEWS ASIA FUNDS - INDIA FUND | 4000 | 14 | 4000 | 21/07/2014 | 1 VALID |
| Clearing House | IN303438100113597 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3498 | 14 | 3498 | 21/07/2014 | 1 VALID |
| Clearing House | IN303438100121332 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80000 | 14 | 80000 | 21/07/2014 | 1 VALID |
| | | | | | | | |
| Total For | | | | 39 | 49483118 | | |
| | | | | | | | |
| Resolution 2 Against | | | | 0 | 0 | | |







Contd.....

Annexure-B

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Of the Companies (Management And Administration) Rules, 2014]*

To

The Chairman
Shriram City Union Finance Limited
123, Angappa Naicken Street
Chennai - 600 001.

Meeting:28th Annual General Meeting of the Members

Date and Time: Monday, July 28, 2014 at 10.00AM

Narada Gana Sabha (Main Hall), No. 314 T.T.K. Road, Alwarpet, Chennai 600018.

Dear Sir,

We, P. SRIRAM, Practising Company Secretary& R.SANKAR, Chartered Accountant were appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s), at the meeting of the members of Shriram City Union Finance Limited (Company), held on Monday, July 28, 2014 at 10.00 AM at Narada Gana Sabha (Main Hall), No. 314 T.T.K. Road, Alwarpet, Chennai 600018, 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 boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with Registrar & Transfer Agents.

P. Sriram, FCS
CP No: 3310

P.Sriram & Asso... Mandaveli, Chennai-28

R.SANKAR, F.C.A. Chennai 600 035 Chartered Accountant

SHRIRAM CITY UNION FINANCE CHENNAI 600004



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZER

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Of the Companies (Management And Administration) Rules, 2014]*

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 Annexed Resolution wise.

5. Soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary.

6. The poll papers and all other relevant records duly have been handed over to the Company Secretary for safe keeping.

Yours faithfully,

Date: 28thJuly 2014

Place: Chennai

| | P.SRIRAM | R.SANKAR |
|---|---|---|
| | Scrutinizer | Scrutinizer |
| *Membership Number* | **4862** | **053414** |

R.SANKAR, F.C.A. Chennai 600 035 Chartered Accountant

SHRIRAM CITY UNION FINANCE CHENNAI 600004



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 01

Ordinary Resolution for Adoption of Annual Accounts for the Year ended 31st March 2014

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 02

Ordinary Resolution for Declaration of Dividend on Equity Shares

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

R.SANKAR
CHARTERED ACCOUNTANT

P. Sriram, FCS
CP No: 3310



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 03

Ordinary Resolution forAppointment of Director in place of Sri Puneet Bhatia who retires by rotation

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution- 04

Ordinary Resolution forAppointment of Director in place of Sri RanvirDewan who retires by rotation

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 05

Ordinary Resolution forAppointment of M/s. Pijush Gupta & Co., Chartered Accountants as auditor 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 |
|---|---|---|
| 12 | 1035072 | 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 06

Special Resolution for Resolution under Section 180(1)(c) of the Companies Act 2013 for borrowing money

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 07

Special Resolution under Section 61 (1)(b) of the Companies Act 2013 for Division of Share capital and Alteration in Memorandum & Articles of Association.

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram & Associates PCS Mandaveli,Chennai-28

P. Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT

SHRIRAM CITY UNION FINANCE LTD. CHENNAI 600004

R. SANKAR, F.C.A. Chennai 600 035 Chartered Accountant



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 08

Special Resolution for alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 09

Ordinary Resolution for appointment of Sri Subramaninam Krishnamurthy as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

R.SANKAR
CHARTERED ACCOUNTANT

P. Sriram, FCS
CP No: 3310



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 10

Ordinary Resolution for Appointment of Sri PranabPrakashPattanayak as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram, FCS
CP No. 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 11

Ordinary Resolution for Appointment of Sri Venkataraman Murali as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 12

Ordinary Resolution for Appointment of Smt Lakshmi Pranesh as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 11 | 1004914 | 97.09 |

(ii)Voted against the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 1 | 30158 | 2.91 |

(iii) Invalid Votes:

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 13

Appointment of Sri Sunil varma as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

**P.SRIRAM**
**PRACTISING COMPANY SECRETRY**
**10/17, ANANDAM COLONY**
**SOUTH CANAL BANK ROAD**
**MANDAVELI,**
**CHENNI 600028**

**R.SHANKAR**
**CHARTERED ACCOUNTANT**
**NO:4, LADY DESIKA ROAD**
**MYLAPORE**
**CHENNAI 600 004**

## REPORT OF SCRUTINIZERS

*[Pursuant to Section 109 of the Companies Act, 2013 and Rules 21(2)*

*Ofthe Companies (Management And Administration) Rules,2014]*

Resolution – 14

Appointment of Sri VipenKapur as a Non-Executive and Independent Director as per Section 160 of the Companies Act, 2013

(i) Voted in favour of the resolution:

| Numbers of members present and voting (in person or by proxy) | Number of votes cast by them | % of total number of valid votes cast |
|---|---|---|
| 12 | 1035072 | 100 |

(ii)Voted against the resolution:

| Numbers 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 (in person or by proxy) whose votes were declared invalid | Total number of votes cast by them |
|---|---|
| 1 | 600 |

P.SRIRAM
PRACTISING COMPANY SECRETARY

P. Sriram, FCS
CP No: 3310

R.SANKAR
CHARTERED ACCOUNTANT



Contd.....

Annexure-3

SHRIRAM City
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**RESULTS OF THE RESOLUTIONS OF THE ELECTRONIC VOTING AND VOTES ON POLL AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON JULY 28, 2014**

Pursuant to provisions of Section 108 of the Companies Act 2013 read with Rule 20 (ix) of Companies (Management & Administration) Rules, 2014, the Annual General Meeting ("AGM") of the Company was convened on Monday, July 28, 2014 at 10 am at Narada Gana Sabha ('Mini Hall'), No 314 (Old No 254), T T K Road, Alwarpet, Chennai 600 018 to seek approval of members of the Company on Resolutions contained in the Notice dated June 18, 2014 convening the AGM.

Pursuant to the provisions of Section 108 read with Companies Management and Administration) Rules, 2014 of the Companies Act 2013, the Company had provided a facility to the Members to vote electronically ("e-voting") on the below Resolutions and had appointed Sri P Sriram, Practising Company Secretary as a Scrutinizer to conduct the e-voting process in a fair and transparent manner. The e-voting period commenced on July 21, 2014 from 10 am and concluded on July 23, 2014 at 5 pm.

The Scrutinizer of the e-voting submitted his report on e-voting on July 25, 2014. The Report of the Scrutinizer of the voting is attached herewith (Annexure 1).

Results of AGM resolutions – e-voting

| Item No. | Subject | Type | Votes received | | | Assent | | | Dissent | | | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | No. | Shares | % | No. | Shares | % | No. | Shares | % | |
| 1 | Adoption of Annual Accounts | Ordinary | 39 | 49683118 | 100 | 39 | 49683118 | 100 | 0 | 0 | 0 | Passed with requisite majority |
| 2 | Declaration of dividend | Ordinary | 39 | 49683118 | 100 | 39 | 49683118 | 100 | 0 | 0 | 0 | Passed with requisite majority |
| 3 | Appointment of Director in place of Sri Puneet Bhatia who retires by rotation | Ordinary | 39 | 49683118 | 100 | 39 | 49683118 | 100 | 0 | 0 | 0 | Passed with requisite majority |
| 4 | Appointment of Director in place of Sri Ranvir Dewan who retires by rotation | Ordinary | 39 | 49683118 | 100 | 39 | 49683118 | 100 | 0 | 0 | 0 | Passed with requisite majority |

Shriram City Union Finance Limited
Business Solution Centre,144, Santhome High Road, Mylapore, Chennai – 600 004. Ph: +91 44 4392 5300, Fax: +91 44 4392 5430
Regd. Office: 123, Angappa Naicken Street, Chennai - 600 001. Ph : +91 44 2534 1431
E-mail : shriramcity@shriramcity.in Website : www.shriramcity.in
Corporate Identification Number (CIN) L65191TN1986PLC012840



Contd.....

SHRIRAM City
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| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 5 | Appointment of M/s Pijush Gupta & Co.Chartered Accountants | Ordinary | 32 | 49524011 | 100 | 31 | 49443950 | 99.84 | 1 | 80061 | 0.16 | Passed with requisite majority |
| 6 | Resolution passed under Section 180(1) (c ) of the Companies Act, 2013 for borrowing money | Special | 39 | 49683118 | 100 | 39 | 49683118 | 100 | 0 | 0 | 0 | Passed with requisite majority |
| 7 | Resolution passed under Section 61 (1) (b ) of the Companies Act, 2013 for division of equity share capital & Alteration of MOA & AOA | Special | 39 | 49683118 | 100 | 39 | 49683118 | 100 | 0 | 0 | 0 | Passed with requisite majority |
| 8 | Resolution passed for Alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act,2013 | Special | 39 | 49683118 | 100 | 39 | 49683118 | 100 | 0 | 0 | 0 | Passed with requisite majority |
| 9 | Appointment of Sri Subramaniam Krishnamurthy as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 39 | 49683118 | 100 | 38 | 49603057 | 99.84 | 1 | 80061 | 0.16 | Passed with requisite majority |

SHRIRAM CITY UNION FINANCE LTD. CHENNAI 600 004

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Shriram City Union Finance Limited
Business Solution Centre,144, Santhome High Road, Mylapore, Chennai – 600 004. Ph: +91 44 4392 5300, Fax: +91 44 4392 5430
Regd. Office: 123, Angappa Naicken Street, Chennai - 600 001. Ph : +91 44 2534 1431
E-mail : shriramcity@shriramcity.in Website : www.shriramcity.in
Corporate Identification Number (CIN) L65191TN1986PLC012840



Contd.....

SHRIRAM City
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| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 10 | Appointment of Sri Pranab Prakash Pattanayak as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 39 | 49683118 | 100 | 39 | 49683118 | 100 | 0 | 0 | 0 | Passed with requisite majority |
| 11 | Appointment of Sri Venkataraman Murali as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 39 | 49683118 | 100 | 38 | 49603057 | 99.84 | 1 | 80061 | 0.16 | Passed with requisite majority |
| 12 | Appointment of Smt Lakshmi Pranesh as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 39 | 49683118 | 100 | 25 | 46228980 | 93.05 | 14 | 3454138 | 6.95 | Passed with requisite majority |
| 13 | Appointment of Sri Sunil Varma as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 39 | 49683118 | 100 | 38 | 49603057 | 99.84 | 1 | 80061 | 0.16 | Passed with requisite majority |
| 14 | Appointment of Sri Vipen Kapur as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 39 | 49683118 | 100 | 39 | 49683118 | 100 | 0 | 0 | 0 | Passed with requisite majority |

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Shriram City Union Finance Limited
Business Solution Centre, 144, Santhome High Road, Mylapore, Chennai – 600 004. Ph: +91 44 4392 5300, Fax: +91 44 4392 5430
Regd. Office: 123, Angappa Naicken Street, Chennai - 600 001. Ph : +91 44 2534 1431
E-mail : shriramcity@shriramcity.in Website : www.shriramcity.in
Corporate Identification Number (CIN) L65191TN1986PLC012840



Contd.....

SHRIRAM City
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In the AGM held as above said, a poll was ordered by the Chairman to be conducted immediately and poll was conducted immediately as directed by the Chairman of the AGM as per provisions of Section 109 read with Companies (Management and Administration ) Rules 2014 of the Companies Act 2013. Sri P Sriram, Practising Company Secretary and Mr R Sankar, a Member of the Company Secretary DP ID IN301313 Client Id 21065958 & a Chartered Accountant were appointed as the scrutinizers to conduct the poll process in a fair and transparent manner . The scrutinizers submitted their report on the poll conducted to the Chairman of the AGM on July 28 ,2014 as under .

| Item No, | Subject | Type | Votes received | | | Assent | | | Dissent | | | Invalid Votes | | | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | No. | Shares | % | No. | Shares | % | No. | Shares | % | No. | Shares | % | |
| 1 | Adoption of Annual Accounts | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 2 | Declaration of dividend | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 3 | Appointment of Director in place of Sri Puneet Bhatia who retires by rotation | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 4 | Appointment of Director in place of Sri Ranvir Dewan who retires by rotation | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 5 | Appointment of M/s Pijush Gupta & Co,Chartered Accountants | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 6 | Resolution passed under Section 180(1) (c ) of the Companies Act, 2013 for borrowing money | Special | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |

SHRIRAM CITY UNION FINANCE LTD. CHENNAI 600004

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Contd.....

SHRIRAM City
MONEY WHEN YOU NEED IT MOST

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| Item No, | Subject | Type | Votes received | | | Assent | | | Dissent | | | Invalid Votes | | | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | No. | Shares | % | No. | Shares | % | No. | Shares | % | No. | Shares | % | |
| 7 | Resolution passed under Section 61 (1) (b ) of the Companies Act, 2013 for division of equity share capital & Alteration of MOA & AOA | Special | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 8 | Resolution passed for Alteration of Articles of Association of the Company pursuant to Section 14 of the Companies Act,2013 | Special | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 9 | Appointment of Sri Subramaniam Krishnamurthy as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 10 | Appointment of Sri Pranab Prakash Pattanayak as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 11 | Appointment of Sri Venkataraman Murali as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |





Contd.....




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| Item No, | Subject | Type | Votes received | | | Assent | | | Dissent | | | Invalid Votes | | | Remarks |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | No. | Shares | % | No. | Shares | % | No. | Shares | % | No. | Shares | % | |
| 12 | Appointment of Smt Lakshmi Pranesh as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 13 | Appointment of Sri Sunil Varma as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |
| 14 | Appointment of Sri Vipen Kapur as a Non Executive and Independent Director as per Section 160 of the Companies Act, 2013 | Ordinary | 13 | 1035672 | 100 | 12 | 1035072 | 99.94 | 0 | 0 | 0 | 1 | 600 | 0.06 | Passed with requisite majority |



Contd.....

Annexure - 5

**P Sriram & Associates**
Practising Company Secretaries

Scrutinizer Report for: **SHRIRAM CITY UNION FINANCE LIMITED**

25th July 2014

**The Chairman**
**Shriram City Union Finance Limited,**
**123, Angappa Naicken Street,**
**Chennai - 600 001.**

Dear Sir,

**Sub: Passing of Resolutions through Postal Ballot – Reg.**

Pursuant to the Board Resolution passed by the Board of Directors of **Shriram City Union Finance Limited (Company/SCUF)**held on 30th April 2014, I was appointed as a Scrutinizer to receive, process and scrutinize the postal ballots in respect of the Special Resolution as circulated in the postal ballot notice dated 18th June, 2014pursuant to Section 180 (1) (a) read with Section 110 of the Companies Act, 2013 ('the Act') & Rule 22 of Companies (Management and Administration) Rules, 2014, in respect of the following item:

**I. CREATION OF SECURITY IN RESPECT OF BORROWING.**

To enable wider participation of shareholders, approval of the shareholders were sought either by voting through Physical Postal Ballot or through e-voting process, as the case may, be, pursuant to the provisions of Section 108 of the Act and the Rules framed there under and as required under the Listing Agreement.

Accordingly, the company had made necessary arrangements with Central Depository Service (India) Limited (CDSL), the System provider for providing a system of recording votes of the shareholders electronically through e-voting and & also organised through Integrated Enterprises (India) Limited, its Registrar and Transfer agent(herein after referred as "RTA" or"Integrated") to setup the e-voting facility on the CDSL e-voting platform available on its website**www.evotingindia.co.in**.

P. Sriram & Associates PCS Mandaveli Chennai-28

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No.10/17, Anandam Colony, South Canal Bank Road, Mandaveli, Chennai - 600 028.
Phone : 044-4215 3510, 4512 8000, Mobile : 95660 33011 E-mail : info@prowiscorporate.com



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The company through its RTA uploaded the Resolution together with explanatory statement on which E-voting was sought from the shareholders and for generating Electronic Voting Sequence Number (EVSN) by the system provider and also hosted the same in the website of the company, www.shriramcity.in. The Register of Members was made up, for the purpose of despatch of Postal Ballots to the shareholders, as June 18, 2014. (cut-off date).

**Further, I Report that:**

The postal Ballot Notice dated June 18, 2014 were despatched to 3332 shareholders in physical form along with self – addressed prepaid Business Reply Envelope on June 21, 2014 and vide electronic mode by CDSL to 2184 shareholders at their email addresses registered with the Depository participant, as per the data download from the National Securities Depository Limited and Central Depository Services (India) Limited as on June18, 2014

I have received the postal Ballot forms from the shareholders during the period starting from June 23, 2014 till July 22, 2014 (both days inclusive). All the postal Ballot forms together with all votes cast by E-voting through CDSL received up to July 22, 2014, being the last date fixed by the company for receipt of the ballot forms & exercise of vote by electronic means, were considered for my scrutiny.

On scrutiny, I report that, 46 Shareholders had exercised their vote through Electronic mode (e-voting) and 122 Shareholders had exercised their votes through Physical mode. The voting was reckoned in proportion to a member's shares of voting rights on the paid up share capital of the Company.

The summary of the Postal Ballot is as per the attached **Annexure 1** and the results of the Postal Ballot in respect of Item No: 1 is given hereunder.

**RESULT OF THE POSTAL BALLOT:**

The Special Resolution set out in the Notice of the Postal Ballot dated June 18, 2014 requires not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting in order to pass the Resolution. I report that the said **"SPECIAL RESOLUTION"** have been passed by the shareholders with the requisite majority. The summary of the results are given hereunder:





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P Sriram & Associates
Practising Company Secretaries

**Special Resolution 1:For Creation of Security in respect of borrowing:**

| Details | No. of Postal Ballot Forms | No. of votes | Percentage (%) |
|---|---|---|---|
| | | | |
| Total Postal Ballot Forms Received, by: | 175 | 38954815 | |
| | | | |
| Electronic Mode | 46 | 36262459 | |
| Physical Mode | 122 | 2691686 | |
| Less: Invalid Postal Ballot forms | 7 | 670 | |
| | | | |
| **Net Valid Postal Ballot in Physical & Electronic Mode** | **168** | **38954145** | **100** |
| | | | |
| Postal Ballot forms with **"ASSENT" as SPECIAL RESOLUTION** | | | |
| | | | |
| In Electronic Mode | 46 | 36262459 | 93.09 |
| In Physical Mode | 111 | 2690284 | 6.906 |
| | | | |
| **Total Postal Ballot with "ASSENT"in Physical & Electronic Mode** | **157** | **38952743** | **99.99** |
| | | | |
| Postal Ballot Forms with "DISSENT" as SPECIAL RESOLUTION | | | |
| | | | |
| In Electronic Mode | 0 | 0 | 0 |
| In Physical Mode | 4 | 732 | 0.001 |
| **Total Postal Ballot with "DISSENT" in Physical & Electronic Mode** | **4** | **732** | **0.001** |

P. Sriram & Associates PCS Mandaveli, Chennai

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P Sriram & Associates
Practising Company Secretaries

**RESULT: Total Votes for item No: 1 Polled FOR SPECIAL RESOLUTION is 99.99% and total votes Polled against SPECIAL RESOLUTION is 0.001 %**

P.Sriram & Associates PCS Mandaveli,Chennai-28

**(P.Sriram)**
**Practising Company Secretary**

**Certificate of Practice No:3310**
**Membership No: FCS 4862**

CHENNAI 600004

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**PHYSICAL VOTING**

| Resolution 1 | Voters | % | Vote | % |
|---|---|---|---|---|
| Total Physical vote | 122 | 100 | 2691686 | 100 |
| Physical Fav | 111 | 90.98 | 2690284 | 99.95 |
| Physical Against | 4 | 3.28 | 732 | 0.027 |
| INVALID VOTES | 7 | 5.74 | 670 | 0.025 |



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| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| IN3001671072955 | BNP PARIBAS | VILE PARLE E MUMBAI | 400057 | Favour | 17580 | 7/23/2014 | 1 | 117 | MUTUAL FUND | | |
| IN3001673954731 | FIDELITY | SAHAR ROJUNCT, VILE PARLE E,MUMBAI | 400057 | Favour | 30168 | 7/23/2014 | 1 | 118 | P.I.I | | |
| IN3001432059598 | THE MASTER | SAHAR RD JUNCT,VILE PARLE E,MUMBAI | 400057 | Favour | 14697 | 7/23/2014 | 1 | 119 | P.I.I | | |
| IN3001423075995 | ROUTE ONE | VILE PARLE E MUMBAI | 400057 | Favour | 16921 | 7/23/2014 | 1 | 120 | P.I.I | | |
| IN3001423071106 | ROUTE ONE | VILE PARLE E MUMBAI | 400057 | Favour | 648644 | 7/23/2014 | 1 | 121 | P.I.I | | |
| IN3001423071587 | ROUTE ONE | VILE PARLE E MUMBAI | 400057 | Favour | 507785 | 7/23/2014 | 1 | 122 | P.I.I | | |
| | | | | | | | | | | | |
| Total For votes | | | | 111 | 2690284 | | | | | | |
| | | | | | | | | | | | |

| FOLIO | NAME_1 | CITY | PIN | OPTION | SHARES | DATE | LOT_NO | SLNO | REASON | CATEGORY | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| IN3016961 | RAVINDRA | CHENNAI | 600079 | Against | 31 | 7/11/2014 | 1 | 49 | | RESIDENT INDIAN | |
| 15687 | VENKATES | BANGALOR | 560003 | Against | 600 | 7/11/2014 | 1 | 56 | | RESIDENT INDIAN | |
| 1399 | URMILA B | AHMEDABA | 380007 | Against | 100 | 7/14/2014 | 1 | 75 | | RESIDENT INDIAN | |
| IN3013302 | KALYAN | BARHIYA (B | 811302 | Against | 1 | 7/18/2014 | 1 | 107 | | RESIDENT INDIAN | |
| | | | | | | | | | | | |
| Total Against votes | | | | 4 | 732 | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |



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| FOLIO | NAME_1 | CITY | PIN | OPTION | SHARES | DATE | LOT_NO | SLNO | REASON | CATEGORY |
|---|---|---|---|---|---|---|---|---|---|---|
| 8537 | BASANTLA | GANDHINA | 110031 | Invalid | 125 | 7/2/2014 | 1 | 5 | SIGN. DIFFERS | RESIDENT INDIAN |
| 8479 | C. KAMATC | COIMBATO | 641015 | Invalid | 125 | 7/8/2014 | 1 | 18 | NOT SIGNED IN POSTAL BALLOT FORM | RESIDENT INDIAN |
| 5092 | R | VIRUDHUN | 626001 | Invalid | 125 | 7/11/2014 | 1 | 47 | ASSENT / DISSENT NOT MENTIONED | RESIDENT INDIAN |
| 3917 | K V | COIMBATO | 641035 | Invalid | 125 | 7/11/2014 | 1 | 62 | NOT SIGNED IN POSTAL BALLOT FORM | RESIDENT INDIAN |
| 11844 | RAGAVES | COIMBATO | 641045 | Favour | 20 | 7/8/2014 | 1 | 25 | SIGN. DIFFERS | RESIDENT INDIAN |
| 4407 | NARASIM | CHENNAI | 600028 | Favour | 25 | 7/8/2014 | 1 | 38 | SIGN. DIFFERS | RESIDENT INDIAN |
| 3799 | R | ANNUR VIA | 641653 | Favour | 125 | 7/14/2014 | 1 | 92 | SIGN. DIFFERS | RESIDENT INDIAN |
| | | | | | | | | | | |
| Total Invalid votes | | | | 7 | 670 | | | | | |



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**ELECTRONIC VOTING**

| Resolution 1 | Voter | % | Vote | % |
|---|---|---|---|---|
| Total E-Vote | 46 | 100 | 36262459 | 100 |
| E-Vote Fav | 46 | 100 | 36262459 | 100 |
| E-Vote Against | 0 | 0.00 | 0 | 0.00 |

| Member Id | Member Name | No. of Shares | No. of Votes for Yes | No. of Votes for No | Status of Vo |
|---|---|---|---|---|---|
| 1201060000324275 | R KANNAN | 200 | 200 | 0 | VALID |
| 1203530000005231 | V ANURADHA | 1500 | 1500 | 0 | VALID |
| 1203840000110064 | V PRASAD | 1044 | 1044 | 0 | VALID |
| 1203840001349397 | SHRIRAM CAPITAL LIMITED | 5999153 | 5999153 | 0 | VALID |
| 1208720001370145 | SUBBIAH PARAMASIVAM | 125 | 125 | 0 | VALID |
| 1304760000110442 | PRABHAKARAN RACHAKKUTI | 30 | 30 | 0 | VALID |
| IN300514 | FIDELITY FUNDS - PACIFIC FUND | 297174 | 297174 | 0 | VALID |
| IN300514 | ACACIA II PARTNERS, LP | 60000 | 60000 | 0 | VALID |
| IN300514 | ACACIA INSTITUTIONAL PARTNERS, LP | 681100 | 681100 | 0 | VALID |
| IN300514 | ACACIA PARTNERS, LP | 1000000 | 1000000 | 0 | VALID |
| IN300514 | PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF COLORADO | 342152 | 342152 | 0 | VALID |
| IN300514 | ACACIA CONSERVATION FUND LP | 400000 | 400000 | 0 | VALID |
| IN300514 | ACACIA BANYAN PARTNERS | 261900 | 261900 | 0 | VALID |
| IN300514 | FIDELITY INVESTMENT TRUST FIDELITY EMERGING ASIA FUND | 109591 | 109591 | 0 | VALID |
| IN300514 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE INTERNATIONAL EQUITY FUND-PLAN B | 10000 | 10000 | 0 | VALID |
| IN300514 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MONTHLY INCOME | 5000 | 5000 | 0 | VALID |
| IN300514 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIDCAP FUND | 120000 | 120000 | 0 | VALID |
| IN300514 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP | 625 | 625 | 0 | VALID |
| IN300514 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II-WEALTH 25 PLAN | 9000 | 9000 | 0 | VALID |
| IN300514 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE MIP II SAVINGS 5 PLAN | 7188 | 7188 | 0 | VALID |
| IN300514 | ASHMORE SICAV INDIAN SMALL CAP EQUITY FUND | 142759 | 142759 | 0 | VALID |
| IN300514 | BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE EMERGING LEADERS FUND - SERIES 1 | 6890 | 6890 | 0 | VALID |
| IN301637 | MATTHEWS INDIA FUND | 1391307 | 1391307 | 0 | VALID |
| IN301637 | WASATCH EMERGING MARKETS SMALL CAP FUND | 90851 | 90851 | 0 | VALID |
| IN301637 | WASATCH GLOBAL OPPORTUNITIES FUND | 134205 | 134205 | 0 | VALID |
| IN301637 | COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENT SYSTEM(5232) WASATCH ADVISORS INC | 114811 | 114811 | 0 | VALID |
| IN301671 | ROWE VALUE TRUST INC | 20000 | 20000 | 0 | VALID |
| IN301672 | WASATCH EMERGING INDIA FUND | 15474 | 15474 | 0 | VALID |
| IN301673 | WASATCH EMERGING MARKETS SMALL CAP CIT | 209992 | 209992 | 0 | VALID |
| IN301674 | MATTHEWS EMERGING ASIA FUND | 41454 | 41454 | 0 | VALID |
| IN301674 | MASSACHUSETTS INSTITUTE OF TECHNOLOGY - SDM | 846543 | 846543 | 0 | VALID |
| IN301675 | CALIFORNIA PUBLIC EMPLOYEES' RETIREMENT SYSTEM, MANAGED BY WASATCH ADVISORS, INC | 28943 | 28943 | 0 | VALID |
| IN301741 | RASHTRIY ISPAT NIGAM LTD | 400 | 400 | 0 | VALID |
| IN301760 | PRAMAL ENTERPRISES LIMITED | 6579840 | 6579840 | 0 | VALID |
| 1406840 | VELUNGIRI JEYABHARATI | 125 | 125 | 0 | VALID |
| IN301 | CHITTARANJAN SINGH | 4196 | 4196 | 0 | VALID |
| IN301 | RAMAL NIGAM RAMAMURTHI | 43 | 43 | 0 | VALID |
| IN301 | SHRIRAM CAPITAL LIMITED | 2300000 | 2300000 | 0 | VALID |
| IN301 | SHRIRAM CAPITAL LIMITED | 13963724 | 13963724 | 0 | VALID |
| IN301 | SANKAR S | 125 | 125 | 0 | VALID |
| IN302 | C M VISWESWARAN | 1 | 1 | 0 | VALID |
| IN302 | KRITHIKA KRISHNAN | 32 | 32 | 0 | VALID |
| IN303 | GOVERNMENT PENSION FUND GLOBAL | 550800 | 550800 | 0 | VALID |
| IN303 | MATTHEWS ASIA FUNDS - INDIA FUND | 4031 | 4031 | 0 | VALID |
| IN303 | FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT INDEX FUND | 3466 | 3466 | 0 | VALID |
| IN303 | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO | 80061 | 80061 | 0 | VALID |
| Total For vote | | | 46 | 36282459 | |
| Total Against | | | 0 | 0 | |



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SHRIRAM City
MONEY WHEN YOU NEED IT MOST

The Scrutinizer of the physical postal ballot forms submitted his report on physical postal ballot forms on July 25, 2014 as under . The Report of the Scrutinizer of the voting is attached herewith (Annexure 1)

| Particulars | In favour of the Resolution | | | Against the Resolution | | |
|---|---|---|---|---|---|---|
| | No of shareholders | No of shares votes | % of shares | No of shareholders | No of shares votes | % of shares |
| Creation of Security in respect of borrowings | 111 | 26,90,284 | 99.95% | 4 | 732 | 0.027 |

The above results of both e-voting & physical vote were announced on July 28, 2014 by the Chairman.

Accordingly, the afore mentioned Special Resolution has been passed with requisite majority.

**For Shriram City Union Finance Limited,**

Arun Duggal
Chairman

SHRIRAM CITY UNION FINANCE LTD. CHENNAI 600004

Shriram City Union Finance Limited
Business Solution Centre, 144, Santhome High Road, Mylapore, Chennai – 600 004. Ph: +91 44 4392 5300, Fax: +91 44 4392 5430
Regd. Office: 123, Angappa Naicken Street, Chennai - 600 001. Ph : +91 44 2534 1431
E-mail : shriramcity@shriramcity.in Website : www.shriramcity.in
Corporate Identification Number (CIN) L65191TN1986PLC012840

Place : New Delhi
Date : August 14,2014

ARUN DUGGAL
Chairman