Cipla

31st August, 2018

(1) BSE Ltd.
Listing Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip Code: 500087

(2) National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, 5th floor,
Plot no. C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051

Scrip Code: CIPLA EQ

(3) SOCIETE DE LA BOURSE
DE LUXEMBERG
Societe Anonyme
35A Boulevard Joseph II,
L-1840 Luxembourg

Dear Sirs,

Please find enclosed, details of the Voting Results at the 82nd Annual General Meeting of the Company held on Thursday, 30th August, 2018 at 3.00 P.M. (IST) in the format as prescribed under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with Combined Scrutinizer's Report.

Kindly acknowledge receipt.

Thank you,

Yours faithfully,
For Cipla Limited

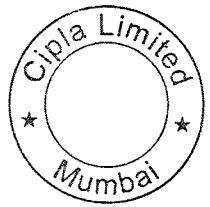
Rajendra Chopra
Company Secretary

Encl.: as above

Prepared by: Ashish Chauhan

	Cipla Limited
Date of the AGM/EGM	30th August 2018
Total number of shareholders on record date	194723 shareholders as on 23rd August 2018 (cut-off date)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	8
Public:	242
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

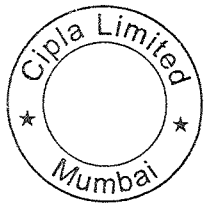
Resolution No.	1							
Resolution required: (Ordinary/ Special)	Ordinary Resolution - Receive, consider and adopt the standalone financial statement of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	268553826	84.9976	268449065	104761	99.9609	0.0390
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		268553826	84.9976	268449065	104761	99.9610	0.0390
Public- Non Institutions	E-Voting	193776597	17855101	9.2143	17855001	100	99.9994	0.0005
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20126340	10.3864	20126063	277	99.9986	0.0014
	Total	805216797	584165762	72.5476	584060724	105038	99.9820	0.0180



Resolution No.	2							
Resolution required: (Ordinary/ Special)	Ordinary Resolution - Receive, consider and adopt the consolidated financial statement of the Company for the financial year ended 31st March, 2018 and the report of the Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	268555326	84.9981	268450565	104761	99.9609	0.0390
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		268555326	84.9981	268450565	104761	99.9610	0.0390
Public- Non Institutions	E-Voting	193776597	17855100	9.2143	17855000	100	99.9994	0.0005
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20126339	10.3864	20126062	277	99.9986	0.0014
	Total	805216797	584167261	72.5478	584062223	105038	99.9820	0.0180

Cipla Limited
Mumbai

Resolution No.	3							
Resolution required: (Ordinary/ Special)	Ordinary Resolution - Declaration of dividend on equity shares							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	269261618	85.2216	269261618	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		269261618	85.2216	269261618	0	100.0000	0.0000
Public- Non Institutions	E-Voting	193776597	17902567	9.2388	17902447	120	99.9993	0.0006
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20173806	10.4109	20173509	297	99.9985	0.0015
	Total	805216797	584921020	72.6414	584920723	297	99.9999	0.0001



Resolution No.	4							
Resolution required: (Ordinary/ Special)	Ordinary Resolution - Re-appointment of Ms. Samina Vaziralli as director liable to retire by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes (The interest is generic in nature)							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	269261618	85.2216	267563842	1697776	99.3694	0.6305
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		269261618	85.2216	267563842	1697776	99.3695	0.6305
Public- Non Institutions	E-Voting	193776597	17902486	9.2387	17900850	1636	99.9908	0.0091
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20173725	10.4108	20171912	1813	99.9910	0.0090
	Total	805216797	584920939	72.6414	583221350	1699589	99.7094	0.2906

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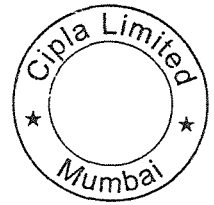
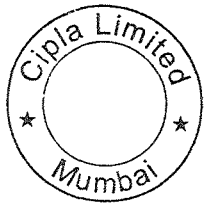
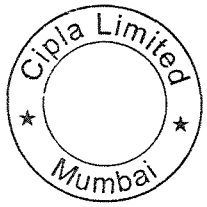
Resolution No.	5							
Resolution required: (Ordinary/ Special)	Special Resolution - Alteration of Memorandum of Association							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	269261618	85.2216	269261618	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		269261618	85.2216	269261618	0	100.0000	0.0000
Public- Non Institutions	E-Voting	193776597	17902487	9.2387	17901986	501	99.9972	0.0027
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20173726	10.4108	20173048	678	99.9966	0.0034
	Total	805216797	584920940	72.6414	584920262	678	99.9999	0.0001



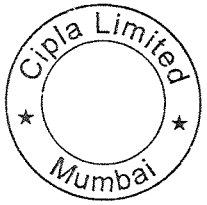
Resolution No.	6							
Resolution required: (Ordinary/ Special)	Special Resolution - Adoption of new Articles of Association							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	269261618	85.2216	245123800	24137818	91.0355	8.9644
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		269261618	85.2216	245123800	24137818	91.0356	8.9644
Public- Non Institutions	E-Voting	193776597	17815327	9.1937	15172290	2643037	85.1642	14.8357
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20086566	10.3658	17443352	2643214	86.8409	13.1591
	Total	805216797	584833780	72.6306	558052748	26781032	95.4207	4.5793



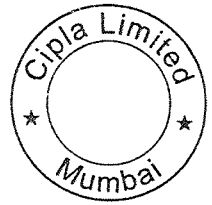
Resolution No.	7							
Resolution required: (Ordinary/ Special)	Special Resolution - Authorisation for issuance of equity shares / other securities convertible into equity shares upto Rs. 2000 crore							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	267457118	84.6505	265753336	1703782	99.3629	0.6370
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		267457118	84.6505	265753336	1703782	99.3630	0.6370
Public- Non Institutions	E-Voting	193776597	17902567	9.2388	16915325	987242	94.4854	5.5145
	Poll		2271239	1.1721	2271032	207	99.9908	0.0091
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20173806	10.4109	19186357	987449	95.1053	4.8947
	Total	805216797	583116520	72.4173	580425289	2691231	99.5385	0.4615



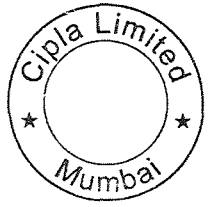
Resolution No.	8							
Resolution required: (Ordinary/ Special)	Special Resolution - Authorisation for issuance of debt securities upto Rs. 2000 crore							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	269261618	85.2216	268264128	997490	99.6295	0.3704
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		269261618	85.2216	268264128	997490	99.6295	0.3705
Public- Non Institutions	E-Voting	193776597	17902487	9.2387	17896294	6193	99.9654	0.0345
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20173726	10.4108	20167356	6370	99.9684	0.0316
	Total	805216797	584920940	72.6414	583917080	1003860	99.8284	0.1716



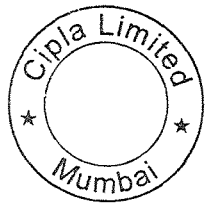
Resolution No.	9							
Resolution required: (Ordinary/ Special)	Special Resolution - Approve continuation of Dr. Y. K. Hamied as director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes (The interest is generic in nature)							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	269261618	85.2216	261704335	7557283	97.1933	2.8066
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		269261618	85.2216	261704335	7557283	97.1933	2.8067
Public- Non Institutions	E-Voting	193776597	17902487	9.2387	17895513	6974	99.9610	0.0389
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20173726	10.4108	20166575	7151	99.9646	0.0354
	Total	805216797	584920940	72.6414	577356506	7564434	98.7068	1.2932



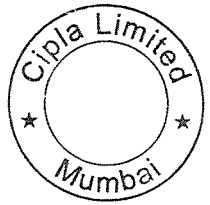
Resolution No.	10							
Resolution required: (Ordinary/ Special)	Special Resolution - Approve continuation of Mr. M. K. Hamied as director							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes (The interest is generic in nature)							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	269261618	85.2216	265906107	3355511	98.7538	1.2461
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		269261618	85.2216	265906107	3355511	98.7538	1.2462
Public- Non Institutions	E-Voting	193776597	17902486	9.2387	17901256	1230	99.9931	0.0068
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20173725	10.4108	20172318	1407	99.9930	0.0070
	Total	805216797	584920939	72.6414	581564021	3356918	99.4261	0.5739



Resolution No.	11							
Resolution required: (Ordinary/ Special)	Ordinary Resolution- Ratification of remuneration of the cost auditors for the financial year 2018-19							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	269261618	85.2216	269261618	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		269261618	85.2216	269261618	0	100.0000	0.0000
Public- Non Institutions	E-Voting	193776597	17902487	9.2387	17902316	171	99.9990	0.0009
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20173726	10.4108	20173378	348	99.9983	0.0017
	Total	805216797	584920940	72.6414	584920592	348	99.9999	0.0001



Resolution No.	12							
Resolution required: (Ordinary/ Special)	Ordinary Resolution -Payment of commission to non-executive directors							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes (The interest is generic in nature)							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	295485596	295485596	100.0000	295485596	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		295485596	100	295485596	0	100.0000	0.0000
Public- Institutions	E-Voting	315954604	269261618	85.2216	268345024	916594	99.6595	0.3404
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		269261618	85.2216	268345024	916594	99.6596	0.3404
Public- Non Institutions	E-Voting	193776597	17902487	9.2387	16914464	988023	94.4810	5.5189
	Poll		2271239	1.1721	2271062	177	99.9922	0.0077
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		20173726	10.4108	19185526	988200	95.1015	4.8985
	Total	805216797	584920940	72.6414	583016146	1904794	99.6744	0.3256



BN & ASSOCIATES
Company Secretaries

Combined Scrutinizer's Report on Remote e-voting & voting by InstaPoll conducted at the 82nd Annual General Meeting of Cipla Limited held at Mumbai on August 30, 2018

To,
The Chairman,
Cipla Limited
Cipla House, Peninsula Business Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400013

82nd Annual General Meeting (AGM) of the Equity Shareholders of Cipla Limited held on Thursday, August 30, 2018 at 3.00 P.M. (IST) at Nehru Centre Auditorium, Discovery of India Building, Dr. Annie Besant Road, Worli, Mumbai - 400018.

Sub: Passing of Resolution(s) through Remote e-voting and electronic voting through InstaPoll at the venue of the AGM, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors of Cipla Limited (hereinafter referred to as the "**Cipla**" or the **"Company"**) at its meeting held on May 22, 2018 has appointed me as the Scrutinizer for the Remote e-voting process, and voting electronically by InstaPoll at the venue of the AGM pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

Report on Scrutiny:

- The Board has appointed Karvy Computershare Pvt. Ltd., ('**KCPL**' or '**Karvy**') as the Service provider, for the purpose of extending the facility of Remote e-voting to the Members of the Company. KCPL are also the Registrar and Share Transfer Agents ('**RTA**') of the Company.

- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (both Ordinary and Special businesses) sought to be transacted in the 82nd AGM of Cipla, which was held on Thursday, August 30, 2018.

  The Service Provider had set up electronic voting facility on their website, https://evoting.karvy.com. The Company had uploaded all the items of the business to be transacted at the AGM on its website and also its Service Provider to facilitate their Members to cast their vote through Remote e-voting.

C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambabal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

- The internal cut-off date for the dispatch of the Notice of the AGM was 20 July 2018 and as on that date, there were 196775 Members of the Cipla. RTA had sent the Notices of the AGM along with Annual Report and E-voting details by email to 152823 Members whose email Id was made available by the two Depositories and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 43952 cases, Members, whose email Ids were not available or who had requested for physical copy, the Notices of the AGM along with Annual Report and E-voting details were sent by Courier/Registered Post/Speed Post. In respect of 1025 cases, where the transmissions through email had failed, the Company had sent the Notice of the AGM along with Annual Report and E-voting details through physical form by Courier.

- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

- The **Cut-off date** for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was **Thursday, August 23, 2018**.

- As prescribed in the aforesaid Rules, the Remote e-voting facility was kept open for three days i.e. from **Monday, August 27, 2018 at 9:00 A.M. (IST) to Wednesday, August 29, 2018 at 5:00 P.M. (IST)**.

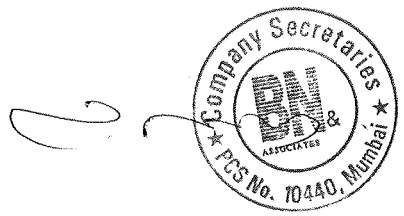
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in English in Business Standard newspaper having country-wide circulation dated August 06, 2018 and in Marathi in Saakal newspaper dated August 06, 2018. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.

- At the end of the Remote e-voting period on August 29, 2018 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.

- At the venue of the 82nd AGM of the Company held on August 30, 2018, the facility to vote electronically through a process named InstaPoll was made available by the service provider, on similar lines as provided for Remote e-voting to facilitate those members present at the meeting but who could not participate in the Remote e-voting to cast their votes.

  On August 30, 2018, after taking count of the votes cast through InstaPoll conducted at the venue of the AGM, the votes cast through Remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Anuja Patil and Ms. Navneet Bathla who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.

- The Service provider arranged the facility to vote electronically through InstaPoll at the venue of the AGM. The InstaPoll voting was reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company. Thereafter, I as a Scrutinizer duly compiled the details of the Remote e-voting carried out by the Members together with the electronic voting by InstaPoll done at the venue of the AGM, the details of which are as follows:



The results of the Remote e-voting together with that of the voting conducted at venue of the AGM by way of InstaPoll are as under:

Details	Remote e-voting	Voting by InstaPoll at the AGM	Total voting
Number of members who cast their votes	**767**	**110**	**877**
Total number of Shares held by them	**585893321**	**2271239**	**588164560**
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder		
Abstained / Invalid Votes	Various as mentioned under each of the Resolution		

Note:

1. **Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote e-voting and voting by electronic means through InstaPoll at the venue of the AGM.**
2. **Break up of votes cast through Remote e-voting and voting by electronic means at the venue of the AGM for each resolution of the Notice is given in a separate sheet attached.**

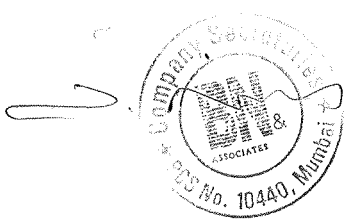
ORDINARY BUSINESS (ES)

I) Item No. 1 of the Notice (As an Ordinary Resolution):

Receive, consider and adopt the standalone financial statement of the Company for the financial year ended March 31, 2018 and the report of the Board of Directors and of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	**584060724**	**99.982**	**105038**	**0.018**	**3998798**

Item No. 1 of the Notice stands passed with the requisite majority



II) Item No. 2 of the Notice (As an Ordinary Resolution):

Receive, consider and adopt the consolidated financial statement of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon.

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	**584062223**	**99.982**	**105038**	**0.018**	**3997299**

Item No. 2 of the Notice stands passed with the requisite majority

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Declaration of dividend on equity shares

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	**584920723**	**99.999**	**297**	**0.001**	**3243540**

Item No. 3 of the Notice stands passed with the requisite majority

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Re-appointment of Ms. Samina Vaziralli as director liable to retire by rotation

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	**583221350**	**99.709**	**1699589**	**0.291**	**3243621**

Item No. 4 of the Notice stands passed with the requisite majority

Company Secretaries ★ CNL & ASSOCIATES ★ PCS No. 10440, Mumbai

SPECIAL BUSINESS(ES):

V) Item No. 5 of the Notice (As a Special Resolution):

To alter the Memorandum of Association

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	584920262	99.999	678	0.001	3243620

Item No. 5 of the Notice stands passed with the requisite majority

VI) Item No. 6 of the Notice (As a Special Resolution):

To adopt new Articles of Association

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	558052748	95.421	26781032	4.579	3330780

Item No. 6 of the Notice stands passed with the requisite majority

VII) Item No.7 of the Notice (As a Special Resolution):
Authorise issuance of equity shares / other securities convertible into equity shares up to Rs 2,000 crore

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	580425289	99.538	2691231	0.462	5048040

Item No.7 of the Notice stands passed with the requisite majority

Company Secretaries BNL & ASSOCIATES PCS No. 10749 Mumbai

VIII) Item No. 8 of the Notice (As a Special Resolution):

Authorise the issuance of debt securities up to Rs. 2,000 crore

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	**583917080**	**99.828**	**1003860**	**0.172**	**3243620**

Item No. 8 of the Notice stands passed with the requisite majority

IX) Item No. 9 of the Notice (As a Special Resolution):

Approve continuation of Dr. Y K Hamied as director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	**577356506**	**98.707**	**7564434**	**1.293**	**3243620**

Item No. 9 of the Notice stands passed with the requisite majority

X) Item No. 10 of the Notice (As a Special Resolution):

Approve continuation of Mr. M K Hamied as director

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	**581564021**	**99.426**	**3356918**	**0.574**	**3243621**

Item No. 10 of the Notice stands passed with the requisite majority

Company Secretaries ★ BN & ASSOCIATES ★ FCS No. 10440, Mumbai

XI) Item No. 11 of the Notice (As an Ordinary Resolution):

Ratify the remuneration of the cost auditors for the financial year 2018-19

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	584920592	99.999	348	0.001	3243620

Item No. 11 of the Notice stands passed with the requisite majority

XII) Item No. 12 of the Notice (As an Ordinary Resolution):

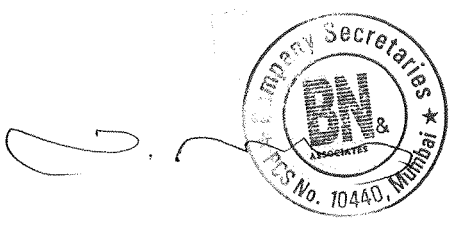
Pay commission to the non-executive directors

Manner of voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Less voted /Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote e-voting and voting at meeting	583016146	99.674	1904794	0.326	3243620

Item No. 12 of the Notice stands passed with the requisite majority

All the Resolutions mentioned in the AGM Notice dated May 22, 2018 as per the details given above stand passed under Remote e-voting and voting conducted at AGM by way of InstaPoll with the requisite majority and deemed to be passed as on the date of the AGM.

The soft copy containing a list of equity shareholders who voted "FOR" or "AGAINST" and those who "ABSTAINED" together with those whose votes were declared invalid for each resolution is being delivered to the Company Secretary separately.



I hereby confirm that I am maintaining the Registers received from the RTA and electronic voting data received from the Service Provider, in respect of the votes cast through Remote e-voting and by way of electronic voting through InstaPoll at the meeting by the Members of the Company. The relevant records relating to e-voting and InstaPoll voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the AGM Minutes are signed.

Thanking you,

Yours Faithfully
For BN & Associates

CS B Narasimhan
(Proprietor)
(FCS no 1303 COP no 10440)

Place: Mumbai
Date: August 31, 2018

Witnesses: .....

1. Ms. Navneet Bathla

.....

2. Ms. Anuja Patil

Countersigned and received the report:

Signed by Mr. Rajendra Chopra
Company Secretary
Authorized by the Board

Place: Mumbai
Date: August 31, 2018