GODFREY PHILLIPS
INDIA LIMITED

Godfrey Phillips India Limited
49 Community Centre,
Friends Colony, New Delhi-110 025
Tel: +91 11 2683 2155, 2684 0148
Fax: +91 11 2684 0775, 2683 5803
www.godfreyphillips.com

1st October, 2015

1. The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai – 400 001

Scrip Code : 500163
Fax No. : 022-22722039/22722037/22723121

2. The Secretary
National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051

NSE Symbol : GODFRYPHLP
Fax No. : 022-26598237/26598238

Sub. : Outcome of 78th Annual General Meeting.

Dear Sir/Madam,

Pursuant to clause 31 and 35A of the Listing Agreement, we would like to inform you that at the 78th Annual General Meeting of the Company held at Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana), Mumbai - 400 021 on Tuesday, the 29th September, 2015 at 03:00 p.m., all business items as contained in the notice of Annual General Meeting have been approved by the shareholders. The details of the voting results at the Annual General Meeting along with scrutinizer's report thereon are enclosed herewith.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For **GODFREY PHILLIPS INDIA LIMITED**

SANJAY GUPTA
Company Secretary
Encl:a/a

Details of Voting Results

Date of AGM	29th September, 2015
Total No. of shareholders on Record date i.e. 22nd September, 2015, being the cut-off date for reckoning the voting rights of the shareholders	14645
No. of shareholders present in the meeting either in person or through Proxy: • Promoters and Promoter group • Public shareholders	 13 42
No. of shareholders attended the meeting through Video Conferencing • Promoters and Promoter group • Public	Not Arranged

Details of Agenda

1. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and b.) Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015 and the reports of Auditors thereon.

Resolution Required : Ordinary Resolution
Mode of Voting : Remote E-voting and Ballot
Results : Passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4391572	0	100.000000	0.000000
Public-Others	8123294	210210	2.587743	209992	218	99.896294	0.103706
Total	**51993920**	**41760577**	**80.318193**	**41760359**	**218**	**99.999478**	**0.000522**

GODFREY PHILLIPS INDIA LTD. NEW DELHI

2. Declaration of dividend on equity shares.

Resolution Required : Ordinary Resolution
Mode of Voting : Remote E-voting and Ballot
Results : Passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4391572	0	100.000000	0.000000
Public-Others	8123294	210210	2.587743	210210	0	100.000000	0.000000
Total	**51993920**	**41760577**	**80.318193**	**41760577**	**0**	**100.000000**	**0.000000**

3. Re-appointment of Mr. Samir Kumar Modi, who retires by rotation, and being eligible, offers himself for re-appointment.

Resolution Required : Ordinary Resolution
Mode of Voting : Remote E-voting and Ballot
Results : Passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4391572	0	100.000000	0.000000
Public-Others	8123294	210208	2.587719	209965	243	99.884400	0.115600
Total	**51993920**	**41760575**	**80.318189**	**41760332**	**243**	**99.999418**	**0.000582**

GODFREY PHILLIPS INDIA LTD. NEW DELHI

4. Re-appointment of Mr. R. Ramamurthy, who retires by rotation, and being eligible, offers himself for re-appointment.

Resolution Required : Ordinary Resolution
Mode of Voting : Remote E-voting and Ballot
Results : passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4297292	94280	97.853161	2.146839
Public-Others	8123294	210208	2.587719	210085	123	99.941487	0.058513
Total	**51993920**	**41760575**	**80.318189**	**41666172**	**94403**	**99.773942**	**0.226058**

5. Ratification of appointment of Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the financial year 2015-16 and to fix their remuneration

Resolution Required : Ordinary Resolution
Mode of Voting : Remote E-voting and Ballot
Results : passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4391572	0	100.000000	0.000000
Public-Others	8123294	210208	2.587719	210178	30	99.985728	0.014272
Total	**51993920**	**41760575**	**80.318189**	**41760545**	**30**	**99.999928**	**0.000072**

6. Appointment of Mr. Atul Kumar Gupta as an Independent Director of the Company

Resolution Required : Ordinary Resolution
Mode of Voting : Remote E-voting and Ballot
Results : passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4391572	0	100.000000	0.000000
Public-Others	8123294	210208	2.587719	210208	0	100.000000	0.000000
Total	**51993920**	**41760575**	**80.318189**	**41760575**	**0**	**100.000000**	**0.000000**

7. Ratification of remuneration to be paid to M/s Chandra Wadhwa & Co., Cost Accountants, Cost Auditors for the financial year 2015-16

Resolution Required : Ordinary Resolution
Mode of Voting : Remote E-voting and Ballot
Results : passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4391572	0	100.000000	0.000000
Public-Others	8123294	210208	2.587719	210173	35	99.983350	0.016650
Total	**51993920**	**41760575**	**80.318189**	**41760540**	**35**	**99.999916**	**0.000084**

GODFREY PHILLIPS INDIA LTD. NEW DELHI

8. Re-appointment of Mr. Samir Kumar Modi as Executive Director on revised terms

Resolution Required : Ordinary Resolution
Mode of Voting : Remote E-voting and Ballot
Results : passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4391572	0	100.000000	0.000000
Public-Others	8123294	210208	2.587719	209980	228	99.891536	0.108464
Total	**51993920**	**41760575**	**80.318189**	**41760347**	**228**	**99.999454**	**0.000546**

9. Re-appointment of Mr. K.K. Modi as Managing Director on revised terms

Resolution Required : Special Resolution
Mode of Voting : Remote E-voting and Ballot
Results : passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4391572	0	100.000000	0.000000
Public-Others	8123294	210208	2.587719	209980	228	99.891536	0.108464
Total	**51993920**	**41760575**	**80.318189**	**41760347**	**228**	**99.999454**	**0.000546**

GODFREY PHILLIPS INDIA LTD. NEW DELHI

10. Re-appointment of Mr. R. Ramamurthy as Whole-time Director on revised terms

Resolution Required : Special Resolution
Mode of Voting : Remote E-voting and Ballot
Results : passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4391572	0	100.000000	0.000000
Public-Others	8123294	210208	2.587719	210079	129	99.938632	0.061368
Total	**51993920**	**41760575**	**80.318189**	**41760446**	**129**	**99.999691**	**0.000309**

11. Adoption of new set of Articles of Association in conformity with Companies Act, 2013.

Resolution Required : Special Resolution
Mode of Voting : Remote E-voting and Ballot
Results : passed with overwhelming majority

Promoter/Public	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	37468685	37158795	99.172936	37158795	0	100.000000	0.000000
Public – Institutional holders	6401941	4391572	68.597508	4391572	0	100.000000	0.000000
Public-Others	8123294	210208	2.587719	210202	6	99.997146	0.002854
Total	**51993920**	**41760575**	**80.318189**	**41760569**	**6**	**99.999986**	**0.000014**

GODFREY PHILLIPS INDIA LTD. NEW DELHI

V. Ramachandran

V. R. ASSOCIATES
Company Secretaries

Resi. : G5/3, Jal Padma, Bangur Nagar, Goregaon (W), Mumbai - 400 104.
Admn. Office : 145, Topiwala Center, Goregaon (W), Mumbai - 400 062.
Tel. : 2877 4306 • Mobile : 98214 47548 • E-mail : cs.ram25@gmail.com
Service Tax Regn. No. ACSPV8251AST001 • PAN : ACSPV8251A

30th September, 2015.

COMBINED REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING AND VOTING BY POLL CONDUCTED AT THE 78TH AGM OF GODFREY PHILLIPS INDIA LIMITED HELD ON 29TH SEPTEMBER, 2015

To,
The Chairman
Godfrey Phillips India Limited

78th Annual General Meeting (AGM) of the Equity Shareholders of Godfrey Phillips India Limited held on Tuesday, the 29th September, 2015 at 3.00 p.m. at the Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana) Mumbai – 400 021.

Sub: ***Passing of resolution(s) through electronic voting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended***

Dear Sirs,

I, V. Ramachandran, proprietor of M/s V.R. Associates, Company Secretaries (Membership no. ACS 7731, CP no. 4731) have been appointed as Scrutinizer by Godfrey Phillips India Limited ("the company) as per Board resolution dated 31st July, 2015 and Company's letter dated 4th August, 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35B of the Listing Agreement with Stock Exchanges for the purpose of remote e-voting as well as the voting by poll taken on all the resolutions at the Annual General Meeting of the Shareholders of the Company held on Tuesday, 29th September, 2015 at 3.00 p.m. at the Y.B. Chavan Auditorium, General Jagannath Bhosle Marg (Next to Sachivalaya Gymkhana) Mumbai – 400 021 hereby submit my report as under:

The Company had extended facility of remote e-voting to the Members of the Company through NSDL from Saturday 26th September, 2015 (9.00 a.m.) to Monday, 28th September, 2015 (5.00 p.m.).

Further, on 29th September, 2015 at the 78th AGM, ballot papers were distributed to the Members present in person or by proxy to enable the Members to vote who could not do the remote e-voting.

1) The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting to the Members of the Company.

2) NSDL had set up an electronic voting facility on their website. viz. www.evoting.nsdl.com. The company had uploaded all the items of business to be transacted at the AGM on the website of NSDL as also its own website i.e. www.godfreyphillips.com .

3) The cut off date for despatch of notice of the AGM was 21st August, 2015 and as on that date there were 15,044 Members in the Company. NSDL had sent notices of the AGM alongwith the Annual Report and e-voting details by e-mail to 6094 Members whose e-mail details were available with the depositories and for those Members holding shares in physical form and had sent their e-mail details to the RTA. In respect of 8950 Members for whom the e-mail details were not available the notices were sent by 4th September, 2015. The Company completed the despatch of notices to Members on 4th September, 2015.

4) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.

5) The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions was 22nd September, 2015.

V. R. Associates * C. P. No. 4731 * Company Secretaries

6) The remote e-voting period commenced on Saturday 26th September, 2015 at 9.00 a.m. and ended on Monday, 28th September, 2015 at 5.00 p.m.

7) The company released an advertisement, which was published more than 21 days before the date of the AGM, in Economic Times and Maharashtra Times on 5th September, 2015. The notice contained the details specified in Rule 20(4)(v) (a) to (h).

8) At the end of the voting portal on Monday, 28th September, 2015, the voting portal was blocked forthwith. The same was unblocked on 29th September, 2015 after voting process by poll was completed in the presence of two witnesses viz. Ms. Pooja Sawarkar and Ms. Akshata Vengurlekar.

9) At the venue of the 78th AGM of the Company held on 29th September, 2015, the facility to vote through polling paper was provided to those Members present in the meeting but could not participate through remote e-voting.

10) After the time fixed for closing the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.

11) The locked ballot box was subsequently opened in my presence along with two witnesses viz. Ms. Pooja Sawarkar and Ms. Akshata Vengurlekar and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and authorisations/ proxies lodged with the Company.

12) The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

13) The results of remote e-voting and the voting by poll are as under:

Item No. 1:
ORDINARY RESOLUTION
a. Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and

b. Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015.

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	73	41556027	N.A	21	204550	N.A	41760577	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	73	41556027	99.5102	21	204550	0.4898	**41760577**	**100.0000**
Voting with Assent	72	41555809	99.5097	21	204550	0.4898	**41760359**	**99.9995**

Voting with Dissent	1	218	0.0005	0	0	0.0000	218	0.0005

Item No. 2:
ORDINARY RESOLUTION
Declaration of dividend on equity shares

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	73	41556027	N.A	21	204550	N.A	41760577	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	73	41556027	99.5102	21	204550	0.4898	41760577	100.0000
Voting with Assent	73	41556027	99.5102	21	204550	0.4898	41760577	100.0000
Voting with Dissent	0	0	0.0000	0	0	0.0000	0	0.0000

Item No. 3:
ORDINARY RESOLUTION
Appointment of Mr. Samir Kumar Modi, who retires by rotation, and being eligible, offers himself for re-appointment;

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555782	99.5096	21	204550	0.4898	41760332	99.9994
Voting with Dissent	2	243	0.0006	0	0	0.0000	243	0.0006

Item No. 4:
ORDINARY RESOLUTION
Re-appointment of Mr. R. Ramamurthy, who retires by rotation, and being eligible, offers himself for re-appointment:

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	59	41461622	99.2841	21	204550	0.4898	41666172	99.7739
Voting with Dissent	13	94403	0.2261	0	0	0.0000	94403	0.2261

Item No. 5:
ORDINARY RESOLUTION
Ratification of appointment of Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors of the Company for the financial year 2015-16:

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555995	99.5101	21	204550	0.4898	41760545	99.9999
Voting with Dissent	2	30	0.0001	0	0	0.0000	30	0.0001

Item No. 6:
ORDINARY RESOLUTION
Appointment of Mr. Atul Kumar Gupta as an Independent Director:

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	**41760575**	**100.0000**
Voting with Assent	72	41556025	99.5102	21	204550	0.4898	**41760575**	**100.0000**
Voting with Dissent	0	0	0.0000	0	0	0.0000	**0**	**0.0000**

Item No. 7:
ORDINARY RESOLUTION
Ratification of remuneration payable to M/s Chandra Wadhwa & Co., Cost Auditors for the financial year 2015-16.:

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	**41760575**	**100.0000**
Voting with Assent	69	41555990	99.5101	21	204550	0.4898	**41760540**	**99.9999**
Voting with Dissent	3	35	0.0001	0	0	0.0000	**35**	**0.0001**

Item No. 8:
ORDINARY RESOLUTION
Re-appointment of Mr. Samir Kumar Modi as Executive Director:

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555797	99.5096	21	204550	0.4898	41760347	99.9995
Voting with Dissent	2	228	0.0005	0	0	0.0000	228	0.0005

Item No. 9:
SPECIAL RESOLUTION
Re-appointment of Mr. K.K. Modi as Managing Director:

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	41760575	100.0000
Voting with Assent	70	41555797	99.5096	21	204550	0.4898	41760347	99.9995
Voting with Dissent	2	228	0.0005	0	0	0.0000	228	0.0005

Item No. 10:
SPECIAL RESOLUTION
Re-appointment of Mr. R. Ramamurthy as Whole-time Director:

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	**41760575**	**100.0000**
Voting with Assent	70	41555896	99.5099	21	204550	0.4898	**41760446**	**99.9997**
Voting with Dissent	2	129	0.0003	0	0	0.0000	**129**	**0.0003**

Item No. 11:
SPECIAL RESOLUTION
Adoption of new set of Articles of Association:

Particulars	Remote e-voting			Voting by poll			Total Voting	
	No. of voters	No. of shares	Percentage on total valid votes	No. of poll papers	No. of shares	Percentage on total valid votes	No. of shares	Percentage on total valid votes
Total vote received	72	41556025	N.A	21	204550	N.A	41760575	N.A
Less: Invalid votes	NIL	NIL	N.A	NIL	NIL	N.A	NIL	N.A
Net valid votes	72	41556025	99.5102	21	204550	0.4898	**41760575**	**100.0000**
Voting with Assent	71	41556019	99.5102	21	204550	0.4898	**41760569**	**100.0000***
Voting with Dissent	1	6	0.0000	0	0	0.0000	6	**0.0000***

* Note: 99.999986 % rounded off to 100.0000% and 0.000014% rounded off to 0.0000%.

A compact disc (CD) containing the list of equity shareholders who voted "For", "Against" and those whose votes were declared as invalid for each resolution is enclosed.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary, for safe keeping.

Thank you.

Yours faithfully,
For ***V.R. Associates***
Company Secretaries

V. Ramachandran
Proprietor
ACS 7731/ CP 4731