

gokaldas exports ltd.

30th September, 2014

GEL/SEC/2014-15

Bombay Stock Exchange Limited
Floor 25, P.J Towers,
Dalal Street,
MUMBAI - 400 001

SCRIP CODE: 532630

The National Stock Exchange of India Limited
Exchange Plaza,
Bandra - Kurla Complex, Bandra (E),
MUMBAI-400 051

GOKEX

Dear Sir/Madam

Sub: Report under Clause 35A and Scrutinizers Report - (E voting and Poll) for the 11th Annual General Meeting of Gokaldas Exports Limited held on 29th September, 2014

We enclose herewith report under clause 35A and scrutinizers Report (Results of E-voting and Poll) for your information and records

Acknowledge the receipt and take note.

Thanking you,

Yours truly,
for **GOKALDAS EXPORTS LIMITED**


Ramya K
Company Secretary

CIN # . L18101KA2004PLC033475

Regd. Office :

70, MISSION ROAD, P.B. No. 2717, BANGALORE-560 027 (INDIA)

Telephone : 22223600-1-2, 41272200

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GOKALDAS EXPORTS LIMITED**Regd. Office: 70, Mission Road Bangalore– 560 027****CORPORATE IDENTIFICATION NUMBER: L18101KA2004PLC033475****Voting Results for 11th Annual General Meeting**

Sr. No.	Particulars	Details
1	Date of the AGM.	29-Sep-14
2	Total number of shareholders on record date.	9,940
3	No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	469 1 468
4	No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	Not Applicable

SR. No.	Details of Agenda	Resolution Required (Ordinary / Special)	Mode of Voting (Show of hands / Poll / Postal Ballot / E-voting) ***
1	Adoption of audited Financial Statements for the year ended 31 March 2014 and reports of the Directors and Auditors thereon.	Ordinary	Poll and E-voting
2	Re-appoint of Mr. Goutam Chakravarti who retires by rotation.	Ordinary	Poll and E-voting
3	Re-Appointment of M/s S.R. Batliboi & Associates LLP & M/s. Girish Murthy & Kumar, Chartered Accountants, as the Joint Statutory Auditors of the Company	Ordinary	Poll and E-voting
4	Appointment of Mr. Arun K Thiagarajan as an Independent Director.	Ordinary	Poll and E-voting
5	Appointment of Mr. Jitendrakumar. H. Mehta as an Independent Director	Ordinary	Poll and E-voting
6	Appointment of Dr. Yashwant Shankarrao Patil Thorat as an Independent Director.	Ordinary	Poll and E-voting
7	To authorize the Board of Directors to borrow upto Rs. 500 Crores (Rupees Five Hundred Crores Only) over and above the Paid-up Capital of the Company and its free reserves.	Special	Poll and E-voting
8	Creation of Security in respect of Borrowings	Special	Poll and E-voting

Cont'd



Item No. 1: Adoption of audited Financial Statements for the year ended 31 March 2014 and reports of the Directors and Auditors thereon.

Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Public Group	21,538,742	0	0	0	0	0	0
Promoter - Institutional holders	2,232,964	0	0	0	0	0	0
Promoter - Public-Others	10,604,294	1,353	0.01	1,317	36	97	3
Total	34,376,000	1,353	0.00	1,317	36	97	3

Item No. 2: Re-appointment of Mr. Gantam Chakravarti who retires by rotation

Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Public Group	21,538,742	0	0	0	0	0	0
Promoter - Institutional holders	2,232,964	0	0	0	0	0	0
Promoter - Public-Others	10,604,294	1,353	0.01	1,212	141	90	10
Total	34,376,000	1,353	0.00	1,212	141	90	10

Item No. 3: Re-Appointment of M/s S.R. Batliboi & Associates LLP & M/s. Gishit Murthy & Kumar, Chartered Accountants, as the Joint Statutory Auditors of the Company

Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Public Group	21,538,742	0	0	0	0	0	0
Promoter - Institutional holders	2,232,964	0	0	0	0	0	0
Promoter - Public-Others	10,604,294	1,353	0.01	1,292	61	95	5
Total	34,376,000	1,353	0.00	1,292	61	95	5

Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Public Group	21,538,742	0	0	0	0	0	0
Promoter - Institutional holders	2,232,964	0	0	0	0	0	0
Promoter - Public-Others	10,604,294	1,015	0.01	1,015	0	100.00	0
Total	34,376,000	21,539,757	62.66	21,539,757	0	100.00	0

Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Public Group	21,538,742	0	0	0	0	0	0
Promoter - Institutional holders	2,232,964	0	0	0	0	0	0
Promoter - Public-Others	10,604,294	1,015	0.01	1,015	0	100.00	0
Total	34,376,000	21,539,757	62.66	21,539,757	0	100.00	0

Poll	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Public Group	21,538,742	0	0	0	0	0	0
Promoter - Institutional holders	2,232,964	0	0	0	0	0	0
Promoter - Public-Others	10,604,294	1,015	0.01	1,015	0	100.00	0
Total	34,376,000	21,539,757	62.66	21,539,757	0	100.00	0

Consolidated	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Public Group	21,538,742	0	0	0	0	0	0
Promoter - Institutional holders	2,232,964	0	0	0	0	0	0
Promoter - Public-Others	10,604,294	2,368	0.02	2,332	36	98.48	1.52
Total	34,376,000	21,541,110	62.66	21,541,099	11	100.00	0.00

Consolidated	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Public Group	21,538,742	0	0	0	0	0	0
Promoter - Institutional holders	2,232,964	0	0	0	0	0	0
Promoter - Public-Others	10,604,294	2,368	0.02	2,227	141	94.05	5.95
Total	34,376,000	21,541,110	62.66	21,540,969	141	100.00	0.00

Consolidated	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Public Group	21,538,742	0	0	0	0	0	0
Promoter - Institutional holders	2,232,964	0	0	0	0	0	0
Promoter - Public-Others	10,604,294	2,368	0.02	2,307	61	97.42	2.58
Total	34,376,000	21,541,110	62.66	21,541,049	61	100.00	0.00



[Item No. 7: To authorize the Board of Directors to borrow upto Rs. 500 Crores (Rupees Five Hundred Crores Only) over and above the Paid-up Capital of the Company and its free reserves.

Existing Promoter/Paid Up	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares (3)=(2)/(1) *100	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled (6)= [(4)/(2)]*100	% of votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Group	21,538,742	-	-	-	-	-	-
Public - Institutional holders	2,232,964	-	-	-	-	-	-
Public-Others	10,604,294	1,353	0.01	1,237	116	91	9
Total	34,376,000	1,353	0.00	1,237	116	91	9

[Item No. 8: Creation of Security in respect of Borrowings

Existing Promoter/Paid Up	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares (3)=(2)/(1) *100	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled (6)= [(4)/(2)]*100	% of votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Group	21,538,742	-	-	-	-	-	-
Public - Institutional holders	2,232,964	-	-	-	-	-	-
Public-Others	10,604,294	1,353	0.01	1,237	116	91	9
Total	34,376,000	1,353	0	1,237	116	91	9

Poll Promoter/Paid Up	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares (3)=(2)/(1) *100	No. of votes in favour	No. of votes - against	% of votes in favour on votes polled (6)= [(4)/(2)]*100	% of votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Group	21,538,742	21,538,742	100.00	21,538,742	0	100.00	-
Public - Institutional holders	2,232,964	0	-	0	0	-	-
Public-Others	10,604,294	1012	0.01	982	30	97.04	2.96
Total	34,376,000	21,539,754	62.66	21,539,724	30	100.00	0.00

Poll Promoter/Paid Up	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares (3)=(2)/(1) *100	No. of votes in favour	No. of votes - against	% of votes in favour on votes polled (6)= [(4)/(2)]*100	% of votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Group	21,538,742	21,538,742	100.00	21,538,742	0	100.00	-
Public - Institutional holders	2,232,964	0	-	0	0	-	-
Public-Others	10,604,294	912	0.01	881	31	96.60	3.40
Total	34,376,000	21,539,654	62.66	21,539,623	31	100.00	0.00

Consolidated Promoter/Paid Up	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares (3)=(2)/(1) *100	No. of votes in favour	No. of votes - against	% of votes in favour on votes polled (6)= [(4)/(2)]*100	% of votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Group	21,538,742	21,538,742	100.00	21,538,742	-	-	-
Public - Institutional holders	2,232,964	-	-	-	-	-	-
Public-Others	10,604,294	2,365	0.02	2,219	146	93.83	6.17
Total	34,376,000	21,541,107	62.66	21,540,961	146	100.00	0.00

Consolidated Promoter/Paid Up	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares (3)=(2)/(1) *100	No. of votes in favour	No. of votes - against	% of votes in favour on votes polled (6)= [(4)/(2)]*100	% of votes against on votes polled (7)= [(5)/(2)]*100
Promoter and Group	21,538,742	21,538,742	100.00	21,538,742	-	-	-
Public - Institutional holders	2,232,964	-	-	-	-	-	-
Public-Others	10,604,294	2,265	0.02	2,118	147	93.51	6.49
Total	34,376,000	21,541,007	62.66	21,540,860	147	100.00	0.00





Nagendra D. Rao, B.Com., LL.B., F.C.S.

Practising Company Secretary

FORM No.MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Gokaldas Exports Limited
70, Mission Road
Bangalore – 560 027

11th (Eleventh) Annual General Meeting of the Equity Shareholders of Gokaldas Exports Limited

Held on **September 29, 2014** at **11.30 a.m.** , **at Nimhans Conventional Hall, Hosur Road, Bangalore-560 029**

Dear Sir,

I Nagendra D. Rao, Practising Company Secretary, 543 / A, 7th Main, 3rd Cross, Hanumanthanagar, Bangalore – 560 019, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the **11th (Eleventh)** Annual General Meeting of the Equity Shareholders of **Gokaldas Exports Limited**, held on **September 29, 2014** at 11.30 a.m., at Nimhans Conventional Hall, Hosur Road Bangalore hereby submit my 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 my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents (R&TA) (M/s Karvy Computer Share Private Limited) of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

I. Resolution No. 1:-

To receive, consider and adopt the audited Balance Sheet as at 31 March 2014 and the Statement of Profit and Loss for the year ended on that date, the reports of the Directors and Auditors thereon.

(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
64	21,539,757	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
10	0

II. Resolution No. 2:-

To appoint a Director in the place of Mr. Gautam Chakravarti (holding DIN:00004399), who retires by rotation and being eligible, offers himself for re-appointment.

(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
64	21,539,757	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
10	0

III. Resolution No. 3:-

"RESOLVED THAT M/s S.R. Batliboi & Associates LLP (Registration Number 01049W) be and is hereby appointed as Statutory Auditors in the place of S. R. Batliboi & Co LLP (Registration Number 301003E) and M/s. Girish Murthy & Kumar, (Registration Number 000934S), Chartered Accountants be and are hereby reappointed as the Statutory Auditors of the Company, both the auditors collectively called as Joint Statutory Auditors of the Company, to hold office for a period of 3(three) years from the conclusion of this Annual General Meeting till 2017 Annual General Meeting, at a remuneration to be fixed by Mr. Richard B. Saldanha, Chairman of the Board of Directors in consultation with the Joint Statutory Auditors".

(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
64	21,539,757	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
10	0

IV. Resolution No. 4:-

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act Mr. Arun. K. Thiagarajan (holding DIN 00292757), Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Arun. K. Thiagarajan as a candidate for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company for a term of five consecutive years with immediate effect, not liable to retire by rotation".

(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
66	21,539,757	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
10	0

V. Resolution No. 5:-

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act Mr. Jitendrakumar H Mehta (holding DIN 01888830), Director of the Company, and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Jitendrakumar H Mehta as a candidate for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company for a term of five consecutive years with immediate effect, not liable to retire by rotation".



(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
63	21,539,755	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
11	0

VI. Resolution No. 6:-

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act Dr. Yashwant Shankarrao Patil Thorat (holding DIN 02652734), Director of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Yashwant Shankarrao Patil Thorat as a candidate for the office of Director of the Company, be and is hereby appointed as an independent Director of the Company for a term of five consecutive years with immediate effect, not liable to retire by rotation".

(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
63	21,539,755	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
11	0



VII. Resolution No. 7:-

"RESOLVED THAT in supersession of the Resolution adopted pursuant to Section 293(1)(d) of the Companies Act, 1956 and in pursuant to Section 180 (1)(c) and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from any Bank(s) or Financial Institution (s) or any other institution(s), firm(s), body corporate(s) or other person (s) in the ordinary course of business, shall not be in excess of Rs. 500 Crores(Rupees Five hundred Crores Only) over and above the aggregate of the paid up share capital and free reserves of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge as aforesaid."

(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
63	21,539,724	99.99

(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
1	30	0.01

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
10	0

VIII. Resolution No. 8:-

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of shareholders in general meeting, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to hypothecate, mortgage (simple or equitable), charge and/or in any other way encumber, all or any of the moveable/current/fixed/immoveable assets of the Company, both present and future, and/or whole or any part of undertaking(s) of the Company, together with powers to take over the management of the business and concern of the Company in certain events of default, in favour of any Lender(s), Agent(s) and / or Trustee/s, as the case may be, for the purpose of



securing the borrowings of the Company availed/to be availed by way of loan(s), working capital assistance, issue of debentures/bonds/notes and/or any other debt instruments issued/to be issued by the Company, from time to time, together with interest, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, premium on prepayments, and all other incidentals and levies, as may be applicable under respective agreements, deeds, writings, trust deeds or any other kind of documents as may be agreed to by and between the Board and the Lenders, their agents, trustees, as the case may be, in respect of the said loans/ borrowings/ debentures/bonds or other securities.

RESOLVED FURTHER THAT the approval of shareholders be and is hereby accorded to the Board of Directors or the Committee of Directors and/or any functional director/s, duly authorized by the Board, to consider and decide at their independent discretion the terms and conditions in respect of creating hypothecation, mortgage (simple or equitable), charge and/or any other kind of encumbrance on all or any of the moveable/ current/ fixed / immoveable assets of the Company to secure borrowings and/or issue of debentures / promissory notes / any other kind of debt instruments, pursuant to approval accorded as above under the said and to do and perform all such acts, deeds and things, inter-alia, to finalize, settle and execute such documents / deeds / debenture trust deeds / writings / papers / agreements / any other kind of debt instruments, as may be deemed necessary and required in the absolute discretion of the Board."

(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
62	21,539,623	99.99

(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
2	31	0.01

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total number of Votes Cast by them
10	0

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



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

Thanking you,

Dated: September 30, 2014

Place: Bangalore



Yours faithfully,

A handwritten signature in dark ink, appearing to be "NDR", written over a light blue horizontal line.

Nagendra D. Rao
Practising Company Secretary



Nagendra D. Rao, B.Com., LL.B., F.C.S.
Practising Company Secretary

September 30, 2014

To,
The Chairman
Gokaldas Exports Limited,
70, Mission Road
Bangalore – 560 027

Dear Sir,

Sub: Consolidated - Scrutinizer's Report conducted through e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014 and Poll in pursuant to Section 109 of the Companies Act, 2013.

I, Nagendra D Rao, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Gokaldas Exports Limited vide resolution dated August 13, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing e-voting process in a fair and transparent manner in respect of the below mentioned resolutions at the 11th Annual General Meeting of the Shareholders of the Company to be held on September 29, 2014 at 11.30 a.m. at Nimhans Conventional Hall, Hosur Road, Bangalore– 560 029.

I had submitted the Scrutinizer's Report dated September 27, 2014 on the result of e voting in respect of the resolutions contained therein.

I was further appointed as the Scrutinizer for the purpose of scrutinizing the Poll process in a fair and transparent manner, conducted at the 11th Annual General Meeting of the Shareholders of the Company.

I now submit my Consolidated Report on the evoting process and poll conducted at the 11th Annual General Meeting of the Shareholders of the Company in respect of the below mentioned resolutions.

I. Resolution No. 1:- Adoption of Audited Financial Statements for the year ended 31st March, 2014 and reports of the Directors and Auditors thereon.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	17	1,317	0.01
Poll	64	21,539,757	99.99
Total	81	21,541,074	100.00



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	03	36	0.00
Poll	0	0	0.00
Total	03	36	0.00

(*) votes casted against the resolution - very negligible hence percentage mentioned "0"

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Ordinary Resolution No.1 as mentioned above is passed by Requisite Majority.

II. Resolution No. 2:- Re-appointment of Mr. Goutam Chakravarti who retires by rotation.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	14	1,212	0.01
Poll	64	21,539,757	99.99
Total	78	21,540,969	100.00

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	06	141	0.00
Poll	0	0	0.00
Total	06	141	0.00

(*) votes casted against the resolution - very negligible hence percentage mentioned "0"



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Ordinary Resolution No.2 as mentioned above is passed by requisite majority.

III. Resolution No. 3:- Re-Appointment of M/s S.R. Batliboi & Associates LLP & M/s. Girish Murthy & Kumar, Chartered Accountants, as the Joint Statutory Auditors of the Company

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	16	1,292	0.01
Poll	64	21,539,757	99.99
Total	80	21,541,049	100.00

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	04	61	0.00
Poll	0	0	0.00
Total	04	61	0.00

(*) votes casted against the resolution - very negligible hence percentage mentioned "0"

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Ordinary Resolution No. 3 as mentioned above is passed by requisite majority.



IV. Resolution No. 4:- Appointment of Mr. Arun K Thiagarajan as an Independent Director.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	15	1,262	0.01
Poll	66	21,539,757	99.99
Total	81	21,541,019	100.00

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	05	91	0.00
Poll	0	0	0.00
Total	05	91	0.00

(*) votes casted against the resolution - very negligible hence percentage mentioned "0"

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Ordinary Resolution No. 4 as mentioned above is passed by requisite majority.

V. Resolution No. 5:- Appointment of Mr. Jitendrakumar H. Mehta as an Independent Director.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	15	1,262	0.01
Poll	63	21,539,755	99.99
Total	78	21,541,017	100.00



(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	05	91	0.00
Poll	0	0	0.00
Total	05	91	0.00

(*) votes casted against the resolution - very negligible hence percentage mentioned "0"

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	11	Nil
Total	11	Nil

Remarks: The Ordinary Resolution No. 5 as mentioned above is passed by requisite majority.

VI. Resolution No. 6:- Appointment of Dr. Yashwant Shankarrao Patil Thorat as an Independent Director.

Type of Resolution - **Ordinary Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	14	962	0.01
Poll	63	21,539,755	99.99
Total	77	21,540,717	100.00

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	06	391	0.00
Poll	0	0	0.00
Total	06	391	0.00

(*) votes casted against the resolution - very negligible hence percentage mentioned "0"



(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	11	Nil
Total	11	Nil

Remarks: The Ordinary Resolution No. 6 as mentioned above is passed by requisite majority.

VII. Resolution No. 7:- To authorize the Board of Directors to borrow sums in excess of the paid up capital of the Company and its free reserves subject to the ceiling of Rs. 500 Crores (Rupees Five Hundred Crores Only) other than temporary borrowings.

Type of Resolution – **Special Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	15	1,237	0.01
Poll	63	21,539,724	99.99
Total	78	21,540,961	100.00

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast
E-voting	05	116	0.00
Poll	01	30	0.00
Total	06	146	0.00

(*) votes casted against the resolution - very negligible hence percentage mentioned "0"

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Special Resolution No. 7 as mentioned above is passed by requisite majority.



VIII. Resolution No. 8:- Creation of Security in respect of Borrowings.

Type of Resolution - **Special Resolution**

(i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast in favour of the Resolution	% of total number of valid votes cast
E-voting	15	1,237	0.01
Poll	62	21,539,623	99.99
Total	77	21,540,860	100.00

(ii) Voted against the Resolution:

Mode of Voting	Number of Members voting through electronic systems and by poll	Number of Votes Cast Against the Resolution	% of total number of valid votes cast (*)
E-voting	05	116	0.00
Poll	02	31	0.00
Total	07	147	0.00

(*) votes casted against the resolution - very negligible hence percentage mentioned "0"

(iii) Invalid Votes:

Mode of Voting	Total Number of members whose votes were declared invalid	Total number of Votes Cast by them
E-voting	Nil	Nil
Poll	10	Nil
Total	10	Nil

Remarks: The Special Resolution No. 8 as mentioned above is passed by requisite majority.

The register, all other papers and relevant records relating to electronic voting and Poll shall remain in our safe custody until the chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

I further wish to inform that the Report of Scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014] with regards to the Poll is being submitted separately in Form No. MGT - 13.

Thanking You,

Yours Faithfully,


Nagendra D Rao
Practising Company Secretary

