Hindustan Unilever Limited

Hindustan Unilever Limited
Unilever House
B D Sawant Marg
Chakala, Andheri East
Mumbai 400 099

Tel: +91 (22) 3983 0000
Web: www.hul.co.in
CIN: L15140MH1933PLC002030

1st July, 2015

Stock Code: BSE: 500696;
NSE: HINDUNILVR
ISIN: INE030A01027

BSE Limited,
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street,
Mumbai – 400 001

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

Re: Outcome of voting of 82nd Annual General Meeting held on 29th June, 2015

Dear Sir,

This is with reference to our earlier communication regarding the Annual General Meeting of the Company. Please note that the 82nd Annual General Meeting (AGM) of the Company was held on 29th June, 2015 at the registered office of the Company.

As per the requirements of the Companies Act, 2013 and the Listing Agreement, the Company had provided remote e - voting facility and e-voting facility at the AGM to its Shareholders for voting on the business to be transacted at the AGM of the Company. The Company had appointed Mr. S. N. Ananthasubramanian, Company Secretary as the Scrutinizer for the remote e-voting and voting at the AGM. As per the Scrutinizer's report, all Resolutions as set out in the Notice of 82nd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Pursuant to Clause 35A of the Listing Agreement, please find attached the consolidated outcome of voting held through remote e-voting and e-voting at the 82nd Annual General Meeting of the Company.

You are requested to kindly take above information on your records.

Thanking You.

Yours faithfully,
For Hindustan Unilever Limited

HINDUSTAN UNILEVER LIMITED MUMBAI

Dev Bajpai
Executive Director (Legal & Corporate Affairs)
and Company Secretary

Encl: As above

CC: National Securities Depository Limited
CC: Central Depository Services (India) Limited

Hindustan Unilever Limited

Outcome of Voting of Annual General Meeting
(As per Clause 35A of Listing Agreement)

Date of Annual General Meeting	29th June, 2015		
Total number of shareholders as on the date of Book Closure	3,21,860 shareholders as on 22nd June, 2015		
No. of shareholders present in the meeting either in person or through proxy	Promoters & Promoter Group	Public	
	In Person	In Person	Through Proxy
	7	904	49
No. of Shareholders attended the meeting through Video Conferencing	Promoters & Promoter Group	Public	
	N.A.	N.A.	

Agenda wise

The mode of voting for all the resolutions was:

1. Remote e-voting conducted between 25th June, 2015 to 28th June, 2015 and
2. E-voting conducted at the Meeting.

Given below is the resolution wise combined result of remote e-voting and e-voting.

Resolution 1: Adoption of Financial Statements and Reports thereon for the financial year ended 31st March, 2015 (Ordinary Resolution)

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	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutional Holders	404653583	217192996	53.67	217192996	0	100.00	0.00
Public - Others	304746139	4509555	1.48	4502858	6697	99.85	0.15
Total	**2163812580**	**1676115409**	**77.46**	**1676108712**	**6697**	**100.00**	**0.00**

HINDUSTAN UNILEVER LIMITED MUMBAI

Hindustan Unilever Limited

Resolution 2: Confirmation of interim Dividend and declaration of final dividend (Ordinary Resolution)

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	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutional Holders	404653583	219988412	54.36	219988412	0	100.00	0.00
Public – Others	304746139	4510971	1.48	4509855	1116	99.98	0.02
Total	**2163812580**	**1678912241**	**77.59**	**1678911125**	**1116**	**100.00**	**0.00**

Resolution 3: Re-appointment of Mr. Harish Manwani as Director (Ordinary Resolution)

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	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutional Holders	404653583	219988412	54.36	204587326	15401086	93.00	7.00
Public – Others	304746139	3396976	1.11	3388851	8125	99.76	0.24
Total	**2163812580**	**1677798246**	**77.54**	**1662389035**	**15409211**	**99.08**	**0.92**

Resolution 4: Re-appointment of Mr. Pradeep Banerjee as Director (Ordinary Resolution)

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	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutional Holders	404653583	219988412	54.36	211919521	8068891	96.33	3.67
Public - Others	304746139	3362765	1.10	3340806	21959	99.35	0.65
Total	**2163812580**	**1677764035**	**77.54**	**1669673185**	**8090850**	**99.52**	**0.48**

HINDUSTAN UNILEVER LIMITED MUMBAI

Hindustan Unilever Limited

Resolution 5: Re-appointment of Mr. P. B. Balaji as Director (Ordinary Resolution)

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	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutional Holders	404653583	219988412	54.36	211919521	8068891	96.33	3.67
Public - Others	304746139	3345831	1.10	3320384	25447	99.24	0.76
Total	**2163812580**	**1677747101**	**77.54**	**1669652763**	**8094338**	**99.52**	**0.48**

Resolution 6: Ratification of the appointment of M/s. BSR & Co. LLP, as Statutory Auditors and to fix their remuneration for the financial year ending 31st March, 2016. (Ordinary Resolution)

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	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutional Holders	404653583	214862887	53.10	209267759	5595128	97.40	2.60
Public – Others	304746139	3362203	1.10	3350629	11574	99.66	0.34
Total	**2163812580**	**1672637948**	**77.30**	**1667031246**	**5606702**	**99.66**	**0.34**

Resolution 7: Appointment of Ms. Kalpana Morparia an Independent Director of the Company for a term upto five years (Ordinary Resolution)

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	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutional Holders	404653583	219988412	54.36	219982635	5777	100.00	0.00
Public – Others	304746139	3347942	1.10	3327593	20349	99.39	0.61
Total	**2163812580**	**1677749212**	**77.54**	**1677723086**	**26126**	**100.00**	**0.00**

HINDUSTAN UNILEVER LIMITED MUMBAI

Hindustan Unilever Limited

Resolution 8: Ratification of the remuneration of M/s. RA & Co, Cost Accountants for the financial year ending 31st March, 2016 (Ordinary Resolution)

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	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutional Holders	404653583	219988412	54.36	219988412	0	100.00	0.00
Public – Others	304746139	4463628	1.46	4448368	15260	99.66	0.34
Total	**2163812580**	**1678864896**	**77.59**	**1678849638**	**15260**	**100.00**	**0.00**

Resolution 9: Increase in overall limit remuneration payable to Non-Executive Directors (Special Resolution)

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	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutional Holders	404653583	219988412	54.36	216444423	3543989	98.39	1.61
Public – Others	304746139	4460416	1.46	4274495	185921	95.83	4.17
Total	**2163812580**	**1678861686**	**77.59**	**1675131776**	**3729910**	**99.78**	**0.22**

Resolution 10: Adoption of new Articles of Association of the Company (Special Resolution)

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	1454412858	1454412858	100.00	1454412858	0	100.00	0.00
Public - Institutional Holders	404653583	212933173	52.62	211130026	1803147	99.15	0.85
Public – Others	304746139	4490782	1.47	4482326	8456	99.81	0.19
Total	**2163812580**	**1671836813**	**77.26**	**1670025210**	**1811603**	**99.89**	**0.11**

voting rights are in proportion to shares held as on 22nd June, 2015.

$ excludes invalid votes.

HINDUSTAN UNILEVER LIMITED MUMBAI

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES

10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

SCRUTINIZER'S REPORT

NAME OF THE COMPANY	**Hindustan Unilever Limited**
MEETING	**82nd Annual General Meeting**
DATE & TIME	**Monday, June 29, 2015 at 2.00 p.m.**
VENUE	**Unilever House, B. D. SawantMarg, Chakala, Andheri (East), Mumbai- 400099**

1. **Appointment as Scrutinizer:**

I was appointed as the Scrutinizer for the remote e-voting as well the votingto be conducted at the 82nd Annual General Meeting (AGM) of **Hindustan Unilever Limited** hereinafter referred to as **the Company** held on Monday, June 29, 2015 at 2.00 p.m. at Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai- 400099

2. **Dispatch of Notice convening the Meeting**

The Company has informed that, on the basis of the Register of Members and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company completed dispatch of the Notice of the AGM;

- by email to **1,29,021** Members who had registered their email-ids with Depositories/the Company, on **3rd June, 2015**; and
- by Registered Post to **8429** Members,by Speed Post to **58,296** Members and by Courier to **1,23,839** Members in physical form, on **3rd June, 2015.**

3. **Cut-off date**

The Voting rights were reckoned as on **Monday, 22nd June, 2015**, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-Voting and voting at the Meeting.

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4. **Remote E-voting**

4.1 **Agency:**
The Company had appointed NSDL as the agency for providing the remote e-voting platform.

4.2 **Remote e-voting:**
Remote e-Voting platform was open from **9.00 a.m. on Thursday, 25th June, 2015 to 5.00 p.m. on Sunday, 28th June, 2015** and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and/or Special Resolutions, on the e-Voting platform provided by NSDL.

5. **Voting at the AGM:**

5.1 As prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

5.2 Accordingly, NSDL, the e-Voting Agency provided us with the names, DP Id / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 The Company had authorized NSDLto provide/conduct Voting at the Meeting through electronic means and NSDL provided the same.

6. **Counting Process**

6.1 On completion of voting at the Meeting, NSDL provided us with the List of Members who had cast their votes, with their holding details and details of vote on each of the Resolutions.

6.2 The votes were reconciled with the records maintained by the Company and RTA with respect to the authorizations / proxies lodged with the Company.

HINDUSTAN UNILEVER LIMITED MUMBAI

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6.3 I unblocked the remote e-voting results on the NSDL E-voting platform before Ms. Archana Mantri and Mr. Anil Joshi and downloaded the e-voting results.

7. **Results**

7.1 I observed that
   a) 293 members had cast their votes through the e-votingfacility provided at the meeting; and
   b) 1315 members had cast their votes through remote e-voting.

7.2 The Consolidated Results with respect to each items on the agenda as set out in the Notice of the 82nd AGM dated 8th May 2015 is enclosed.

7.3 Based on the aforesaid results, eight **Ordinary Resolutions** and two **Special Resolutions** as contained in **Item No. 1 to Item No.10** of the Notice dated **8th May, 2015**, have been passed with **requisite majority**.

7.4 Soft copy of the List of members,for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR", "AGAINST" and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of the Results by the Company.

S. N. Ananthasubramanian

S. N. Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai

HINDUSTAN UNILEVER LIMITED MUMBAI

S. N. ANANTHASUBRAMANIAN & CO.
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Consolidated Results

Item No. 1: Adoption of Audited Accounts of the Financial Year ended 31st March 2015

	Number of Members			Number of Votes Contained in			%age
	Remote E-Voting	E-Voting @ AGM	Total	Remote E-Voting	E-Voting @ AGM	Total	
Assent	1276	288	1564	1673590878	2517834	1676108712	99.55
Dissent	5	3	8	1076	5621	6697	0.00
Abstain**	34	2	36	7560573	559	7561132	0.45
Total	**1315**	**293**	**1608**	**1681152527**	**2524014**	**1683676541**	**100.00**

** includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 1** of the Notice dated 8th May 2015, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai

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Consolidated Results

Item No. 2: To confirm the payment of interim dividend and to declare Final Dividend on equity shares for the financial year ended 31st March, 2015

	Number of Members			Number of Votes Contained in			%age
	Remote E-Voting	E-Voting @ AGM	Total	Remote E-Voting	E-Voting @ AGM	Total	
Assent	1294	292	1586	1676387151	2523974	1678911125	99.72
Dissent	5	1	6	1076	40	1116	0.00
Abstain**	16	0	16	4764300	0	4764300	0.28
Total	1315	293	1608	1681152527	2524014	1683676541	100.00

** includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Ordinary Resolution** as contained in Item No. 2 of the Notice dated 8th May 2015, has been passed with **requisite majority.**

S.N. Ananthasubramanian

S N Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
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Consolidated Results

Item No. 3: To appoint a director in place of Mr. Harish Manwani (DIN: 00045160), who retires by rotation and being eligible offers himself for re-appointment.

	Number of Members			Number of Votes Contained in			%age
	Remote E-Voting	E-Voting @ AGM	Total	Remote E-Voting	E-Voting @ AGM	Total	
Assent	1201	286	1487	1660174274	2214761	1662389035	98.74
Dissent	76	6	82	15100508	308703	15409211	0.91
Abstain**	38	1	39	5877745	550	5878295	0.35
Total	**1315**	**293**	**1608**	**1681152527**	**2524014**	**1683676541**	**100.00**

** includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No.** 3 of the Notice dated 8th **May 2015**, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
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Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Consolidated Results

Item No. 4: To appoint a director in place of Mr. Pradeep Banerjee (DIN: 02985965), who retires by rotation and being eligible offers himself for re-appointment.

	Number of Members			Number of Votes Contained in			%age
	Remote E-Voting	E-Voting @ AGM	Total	Remote E-Voting	E-Voting @ AGM	Total	
Assent	1222	283	1505	1667184933	2488252	1669673185	99.17
Dissent	53	7	60	8084253	6597	8090850	0.48
Abstain**	40	3	43	5883341	29165	5912506	0.35
Total	**1315**	**293**	**1608**	**1681152527**	**2524014**	**1683676541**	**100.00**

** includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Ordinary Resolution** as contained in **Item No. 4** of the Notice dated 8th May 2015, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 - email sna@snaco.net: website www.snaco.net

Consolidated Results

Item No. 5: To appoint a director in place of Mr. P. B. Balaji (DIN: 02762983), who retires by rotation and being eligible offers himself for re-appointment.

	Number of Members			Number of Votes Contained in			Percentage
	Remote E-Voting	E-Voting @ AGM	Total	Remote E-Voting	E-Voting @ AGM	Total	
Assent	1227	285	1512	1667163127	2489636	1669652763	99.17
Dissent	49	5	54	8089125	5213	8094338	0.48
Abstain**	39	3	42	5900275	29165	5929440	0.35
Total	1315	293	1608	1681152527	2524014	1683676541	100.00

** includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Ordinary Resolution** as contained in Item No. 5 of the Notice dated 8th May 2015, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
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Consolidated Results

Item No. 6: To ratify the appointment of M/s B S R & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 101248W/W-100022)

	Number of Members			Number of Votes Contained in			%age
	Remote E-Voting	E-Voting @ AGM	Total	Remote E-Voting	E-Voting @ AGM	Total	
Assent	1195	286	1481	1664511529	2519717	1667031246	99.01
Dissent	44	6	50	5602410	4292	5606702	0.33
Abstain**	76	1	77	11038588	5	11038593	0.66
Total	1315	293	1608	1681152527	2524014	1683676541	100.00

** includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Ordinary Resolution** as contained in Item No. 6 of the Notice dated 8th May 2015, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email snaa@snaco.net: website www.snaco.net

Consolidated Results

Item No. 7: To appoint Ms. Kalpana Morparia (DIN: 00046081) as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 9th October, 2014

	Number of Members			Number of Votes Contained in			%age
	Remote E-Voting	E-Voting @ AGM	Total	Remote E-Voting	E-Voting @ AGM	Total	
Assent	1241	289	1530	1675226353	2496733	1677723086	99.65
Dissent	32	3	35	20505	5621	26126	0.00
Abstain**	42	1	43	5905669	21660	5927329	0.35
Total	1315	293	1608	1681152527	2524014	1683676541	100.00

** includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Ordinary Resolution** as contained in Item No. 7 of the Notice dated 8th May 2015, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

Consolidated Results

Item No. 8: To and ratify and confirm the remuneration payable to M/s RA & Co., Cost Accountants, who are appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the company for the financial year ending 31st March, 2016.

	Number of Members			Number of Votes Contained in			%age
	Remote E-Voting	E-Voting @ AGM	Total	Remote E-Voting	E-Voting @ AGM	Total	
Assent	1245	286	1531	1676334650	2514988	1678849638	99.71
Dissent	25	5	30	6789	8471	15260	0.00
Abstain**	45	2	47	4811088	555	4811643	0.29
Total	1315	293	1608	1681152527	2524014	1683676541	100.00

** includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Ordinary Resolution** as contained in Item No. 8 of the Notice dated 8th May 2015, has been passed with **requisite majority.**

S N Ananthasubramanian

S N Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 – email sna@snaco.net: website www.snaco.net

Consolidated Results

Item No. 9: To pay to the Directors (other than Managing Directors and Whole-time Directors of the Company), for a period of five years commencing from 1st April, 2015 to 31st March, 2020, such sum by way of commission as the Board and/or committee thereof may determine from time to time.

	Number of Members			Number of Votes Contained in			%age
	Remote E-Voting	E-Voting @ AGM	Total	Remote E-Voting	E-Voting @ AGM	Total	
Assent	1084	276	1360	1672658301	2473475	1675131776	99.49
Dissent	195	14	209	3701586	28324	3729910	0.22
Abstain**	36	3	39	4792640	22215	4814855	0.29
Total	1315	293	1608	1681152527	2524014	1683676541	100.00

** includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Special Resolution** as contained in Item No. 9 of the Notice dated 8th May 2015, has been passed with **requisite majority.**

S. N. Ananthasubramanian

S N Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai

S. N. ANANTHASUBRAMANIAN & CO.
COMPANY SECRETARIES
10/26, BRINDABAN, THANE – 400 601
Tel 25345648 / 2543 2704 : Fax 2539 0292 - email snaf@snaco.net: website www.snaco.net

Consolidated Results

Item No. 10: Adoption of new set of Articles of Association and to substitute it in place of existing Articles of Association of the Company.

	Number of Members			Number of Votes Contained in			%age
	Remote E-Voting	E-Voting @ AGM	Total	Remote E-Voting	E-Voting @ AGM	Total	
Assent	1226	290	1516	1667501791	2523419	1670025210	99.19
Dissent	33	1	34	1811563	40	1811603	0.11
Abstain**	56	2	58	11839173	555	11839728	0.70
Total	1315	293	1608	1681152527	2524014	1683676541	100.00

** includes votes which were not cast 'For' or 'Against' the Resolution.

Based on the aforesaid results, **Special Resolution** as contained in Item No. 10 of the Notice dated 8th May 2015, has been passed with **requisite majority.**

S.N. Ananthasubramanian

S N Ananthasubramanian

Date: 1st July, 2015

Place: Mumbai