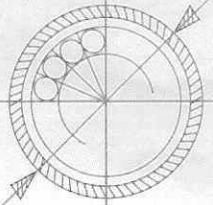


**NRB**  
BEARINGS



August 25, 2016

BSE Ltd.  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P.J Towers, Dalal Street  
**Mumbai 400 001**

Fax: 2723121/3719

Code No. 530367

Dear Sirs,

**Sub: Details regarding Voting Results of 51<sup>st</sup> AGM held on August 23, 2016**

**Ref: Reg. 44 of SEBI (Listing Obligations & Disclosures Requirements) Regulation, 2015**

Please find enclosed details regarding Voting Results of 51<sup>st</sup> Annual General Meeting of the Members of NRB Bearings Ltd. held on August 23, 2016.

Kindly take the same on record.

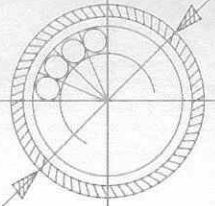
Thanking you,

Yours faithfully,

For NRB BEARINGS LTD

SC RANGANI  
EXECUTIVE DIRECTOR AND COMPANY SECRETARY

Cc: Listing Department, Corporate Services  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C/1,G-Block,  
Bandra-Kurla Complex, Bandra (East),  
**Mumbai 400 051** Fax: 26598237/38



**Details of Voting Results of 51<sup>st</sup> Annual General Meeting of the Members of NRB Bearings Ltd. held on August 23, 2016.**

**[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

|   |                                                                                                                                 |                          |
|---|---------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 1 | Date of the AGM                                                                                                                 | Tuesday, August 23, 2016 |
| 2 | Total number of shareholders on record date                                                                                     | 10092                    |
| 3 | No. of shareholders present in the meeting either in person or through proxy<br>--- Promoters and Promoter Group:<br>--- Public | 7<br>77                  |
| 4 | No. of shareholders attended the meeting through video conferencing<br>-- Promoters and Promoter Group:<br>-- Public            | Not Applicable           |

For **NRB BEARINGS LTD.**

**S. C. RANGANI**  
Executive Director  
& Company Secretary



**NRB BEARINGS LIMITED**

REGD. OFFICE : DHANNUR, 15, SIR P. M. ROAD, FORT, MUMBAI-400 001. TEL.: 9122-2266 4160, 2266 4570, 2266 4998  
FAX: 9122-2266 0412, 2267 9850 WEBSITE: <http://www.nrbbearings.com> CIN. L29130MH1965PLC013251

**Details of Voting Results of 51<sup>st</sup> Annual General Meeting of the Members of NRB Bearings Ltd. held on August 23, 2016.**  
**[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

| Ordinary Business                                                                                                                                                                                         |                |                    |                     |                                         |                          |                        |                                      |                                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| <b>Resolution No. 1:</b>                                                                                                                                                                                  |                |                    |                     |                                         |                          |                        |                                      |                                    |
| <b>To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the reports of the Board of Directors and the Auditors thereon.</b> |                |                    |                     |                                         |                          |                        |                                      |                                    |
| Resolution required: (Ordinary/ Special)                                                                                                                                                                  |                |                    |                     |                                         | Ordinary Resolution      |                        |                                      |                                    |
| Whether Promoter/ Promoter group are interested in the agenda/ resolution?                                                                                                                                |                |                    |                     |                                         | No.                      |                        |                                      |                                    |
| Category                                                                                                                                                                                                  | Mode of Voting | 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 |
| -                                                                                                                                                                                                         | -              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| <b>Promoter and Promoter Group</b>                                                                                                                                                                        | E-Voting       |                    | 51980183            | 97.73                                   | 51980183                 | 0                      | 100.00                               | 0                                  |
|                                                                                                                                                                                                           | Poll           |                    | 1208486             | 2.27                                    | 1208486                  | 0                      | 100.00                               | 0                                  |
|                                                                                                                                                                                                           | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                                                                                                           | Total          | <b>53188669</b>    | 53188669            | 100.00                                  | 53188669                 | 0                      | 100.00                               | 0                                  |
| <b>Public Institution</b>                                                                                                                                                                                 | E-Voting       |                    | 31797382            | 96.36                                   | 31797382                 | 0                      | 100.00                               | 0                                  |
|                                                                                                                                                                                                           | Poll           |                    | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                                                                                                                                                                                           | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                                                                                                           | Total          | <b>32998872</b>    | 31797382            | 96.36                                   | 31797382                 | 0                      | 100.00                               | 0                                  |
| <b>Public - Non Institution</b>                                                                                                                                                                           | E-Voting       |                    | 11219               | 0.10                                    | 11219                    | 0                      | 100.00                               | 0                                  |
|                                                                                                                                                                                                           | Poll           |                    | 26797               | 0.25                                    | 26797                    | 0                      | 100.00                               | 0                                  |
|                                                                                                                                                                                                           | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                                                                                                           | Total          | <b>10735059</b>    | 38016               | 0.35                                    | 38016                    | 0                      | 100.00                               | 0                                  |
| <b>Total</b>                                                                                                                                                                                              |                | <b>96922600</b>    | <b>85024067</b>     | <b>87.72</b>                            | <b>85024067</b>          | <b>0</b>               | <b>100.00</b>                        | <b>0</b>                           |

For NRB BEARINGS LTD

*S. C. Rangani*  
**S. C. RANGANI**  
 Executive Director  
 & Company Secretary



**Details of Voting Results of 51<sup>st</sup> Annual General Meeting of the Members of NRB Bearings Ltd. held on August 23, 2016.**  
**[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

| Ordinary Business                                                                                               |                |                    |                     |                                         |                          |                        |                                      |                                    |
|-----------------------------------------------------------------------------------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| <b>Resolution No. 2:</b>                                                                                        |                |                    |                     |                                         |                          |                        |                                      |                                    |
| <b>To confirm the payment of interim dividend as final dividend on equity shares for the financial 2015-16.</b> |                |                    |                     |                                         |                          |                        |                                      |                                    |
| Resolution required: (Ordinary/ Special)                                                                        |                |                    |                     |                                         | Ordinary Resolution      |                        |                                      |                                    |
| Whether Promoter/ Promoter group are interested in the agenda/ resolution?                                      |                |                    |                     |                                         | No.                      |                        |                                      |                                    |
| Category                                                                                                        | Mode of Voting | 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 |
| -                                                                                                               | -              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| <b>Promoter and Promoter Group</b>                                                                              | E-Voting       |                    | 51980183            | 97.73                                   | 51980183                 | 0                      | 100.00                               | 0                                  |
|                                                                                                                 | Poll           |                    | 1208486             | 2.27                                    | 1208486                  | 0                      | 100.00                               | 0                                  |
|                                                                                                                 | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                 | Total          | <b>53188669</b>    | 53188669            | 100.00                                  | 53188669                 | 0                      | 100.00                               | 0                                  |
| <b>Public Institution</b>                                                                                       | E-Voting       |                    | 31797382            | 96.36                                   | 31797382                 | 0                      | 100.00                               | 0                                  |
|                                                                                                                 | Poll           |                    | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                                                                                                 | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                 | Total          | <b>32998872</b>    | 31797382            | 96.36                                   | 31797382                 | 0                      | 100.00                               | 0                                  |
| <b>Public - Non Institution</b>                                                                                 | E-Voting       |                    | 11219               | 0.10                                    | 11219                    | 0                      | 100.00                               | 0                                  |
|                                                                                                                 | Poll           |                    | 26797               | 0.25                                    | 24797                    | 2000                   | 92.54                                | 7.46                               |
|                                                                                                                 | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                 | Total          | <b>10735059</b>    | 38016               | 0.35                                    | 36016                    | 2000                   | 94.74                                | 5.26                               |
| <b>Total</b>                                                                                                    |                | <b>96922600</b>    | <b>85024067</b>     | <b>87.72</b>                            | <b>85022067</b>          | <b>2000</b>            | <b>100.00</b>                        | <b>0.00</b>                        |

For NRB BEARINGS LTD.

*S. C. Rangani*  
**S. C. RANGANI**  
 Executive Director  
 & Company Secretary



**Details of Voting Results of 51<sup>st</sup> Annual General Meeting of the Members of NRB Bearings Ltd. held on August 23, 2016.**  
**[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

| Ordinary Business                                                                                                                                     |                |                    |                     |                                         |                          |                        |                                      |                                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| <b>Resolution No. 3:</b>                                                                                                                              |                |                    |                     |                                         |                          |                        |                                      |                                    |
| <b>To appoint a Director in place of Mr. D S Sahney (DIN. 00003956) who retires by rotation and being eligible offers himself for re-appointment.</b> |                |                    |                     |                                         |                          |                        |                                      |                                    |
| Resolution required: (Ordinary/ Special)                                                                                                              |                |                    |                     |                                         | Ordinary Resolution      |                        |                                      |                                    |
| Whether Promoter/ Promoter group are interested in the agenda/ resolution?                                                                            |                |                    |                     |                                         | No.                      |                        |                                      |                                    |
| Category                                                                                                                                              | Mode of Voting | 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 |
| -                                                                                                                                                     | -              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| <b>Promoter and Promoter Group</b>                                                                                                                    | E-Voting       |                    | 51980183            | 97.73                                   | 51980183                 | 0                      | 100.00                               | 0                                  |
|                                                                                                                                                       | Poll           |                    | 1208486             | 2.27                                    | 1208486                  | 0                      | 100.00                               | 0                                  |
|                                                                                                                                                       | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                                                       | Total          | <b>53188669</b>    | 53188669            | 100.00                                  | 53188669                 | 0                      | 100.00                               | 0                                  |
| <b>Public Institution</b>                                                                                                                             | E-Voting       |                    | 31797382            | 96.36                                   | 26881249                 | 4224453                | 86.42                                | 13.58                              |
|                                                                                                                                                       | Poll           |                    | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                                                                                                                                       | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                                                       | Total          | <b>32998872</b>    | 31797382            | 96.36                                   | 26881249                 | 4224453                | 86.42                                | 13.58                              |
| <b>Public - Non Institution</b>                                                                                                                       | E-Voting       |                    | 11219               | 0.10                                    | 11219                    | 0                      | 100.00                               | 0                                  |
|                                                                                                                                                       | Poll           |                    | 26797               | 0.25                                    | 26797                    | 0                      | 100.00                               | 0                                  |
|                                                                                                                                                       | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                                                       | Total          | <b>10735059</b>    | 38016               | 0.35                                    | 38016                    | 0                      | 100.00                               | 0                                  |
| <b>Total</b>                                                                                                                                          |                | <b>96922600</b>    | <b>84332387</b>     | <b>87.72</b>                            | <b>80107934</b>          | <b>4224453</b>         | <b>94.99</b>                         | <b>5.01</b>                        |

For **NRB BEARINGS LTD.**

  
**S. C. RANGANI**  
 Executive Director  
 & Company Secretary





**Details of Voting Results of 51<sup>st</sup> Annual General Meeting of the Members of NRB Bearings Ltd. held on August 23, 2016.**  
**[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

| Ordinary Business                                                           |                |                    |                     |                                         |                          |                        |                                      |                                    |
|-----------------------------------------------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| <b>Resolution No. 4:</b>                                                    |                |                    |                     |                                         |                          |                        |                                      |                                    |
| <b>To ratify the appointment of Auditors and to fix their remuneration.</b> |                |                    |                     |                                         |                          |                        |                                      |                                    |
| Resolution required: (Ordinary/ Special)                                    |                |                    |                     |                                         | Ordinary Resolution      |                        |                                      |                                    |
| Whether Promoter/ Promoter group are interested in the agenda/ resolution?  |                |                    |                     |                                         | No.                      |                        |                                      |                                    |
| Category                                                                    | Mode of Voting | 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 |
| -                                                                           | -              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| <b>Promoter and Promoter Group</b>                                          | E-Voting       |                    | 51980183            | 97.73                                   | 51980183                 | 0                      | 100.00                               | 0                                  |
|                                                                             | Poll           |                    | 1208486             | 2.27                                    | 1208486                  | 0                      | 100.00                               | 0                                  |
|                                                                             | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                             | Total          | <b>53188669</b>    | 53188669            | 100.00                                  | 53188669                 | 0                      | 100.00                               | 0                                  |
| <b>Public Institution</b>                                                   | E-Voting       |                    | 31797382            | 96.36                                   | 25212081                 | 6585301                | 79.29                                | 20.71                              |
|                                                                             | Poll           |                    | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                                                             | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                             | Total          | <b>32998872</b>    | 31797382            | 96.36                                   | 25212081                 | 6585301                | 79.29                                | 20.71                              |
| <b>Public - Non Institution</b>                                             | E-Voting       |                    | 11219               | 0.10                                    | 11219                    | 0                      | 100.00                               | 0                                  |
|                                                                             | Poll           |                    | 26797               | 0.25                                    | 26797                    | 0                      | 100.00                               | 0                                  |
|                                                                             | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                             | Total          | <b>10735059</b>    | 38016               | 0.35                                    | 38016                    | 0                      | 100.00                               | 0                                  |
| <b>Total</b>                                                                |                | <b>96922600</b>    | <b>85024067</b>     | <b>87.72</b>                            | <b>78438766</b>          | <b>6585301</b>         | <b>92.25</b>                         | <b>7.75</b>                        |

For NRB BEARINGS LTD.

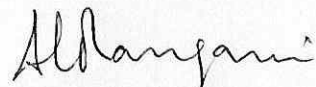
*S. C. Rangani*  
**S. C. RANGANI**  
 Executive Director  
 & Company Secretary



**Details of Voting Results of 51<sup>st</sup> Annual General Meeting of the Members of NRB Bearings Ltd. held on August 23, 2016.**  
**[Reg. 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]**

| Special Business<br><b>Resolution No. 5:</b><br><b>Appointment of Mr. Ashank Dutta Desai as an Independent Director.</b> |                |                    |                     |                                         |                          |                        |                                      |                                    |
|--------------------------------------------------------------------------------------------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary/ Special)                                                                                 |                |                    |                     |                                         | Ordinary Resolution      |                        |                                      |                                    |
| Whether Promoter/ Promoter group are interested in the agenda/resolution?                                                |                |                    |                     |                                         | No.                      |                        |                                      |                                    |
| Category                                                                                                                 | Mode of Voting | 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 |
| -                                                                                                                        | -              | (1)                | (2)                 | (3)=[(2)/(1)]*100                       | (4)                      | (5)                    | (6)=[(4)/(2)]*100                    | (7)=[(5)/(2)]*100                  |
| <b>Promoter and Promoter Group</b>                                                                                       | E-Voting       |                    | 51980183            | 97.73                                   | 51980183                 | 0                      | 100.00                               | 0                                  |
|                                                                                                                          | Poll           |                    | 1208486             | 2.27                                    | 1208486                  | 0                      | 100.00                               | 0                                  |
|                                                                                                                          | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                          | Total          | <b>53188669</b>    | 53188669            | 100.00                                  | 53188669                 | 0                      | 100.00                               | 0                                  |
| <b>Public Institution</b>                                                                                                | E-Voting       |                    | 31797382            | 96.36                                   | 31797382                 | 0                      | 100.00                               | 0                                  |
|                                                                                                                          | Poll           |                    | 0                   | 0                                       | 0                        | 0                      | 0                                    | 0                                  |
|                                                                                                                          | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                          | Total          | <b>32998872</b>    | 31797382            | 96.36                                   | 31797382                 | 0                      | 100.00                               | 0                                  |
| <b>Public - Non Institution</b>                                                                                          | E-Voting       |                    | 11219               | 0.10                                    | 11219                    | 0                      | 100.00                               | 0                                  |
|                                                                                                                          | Poll           |                    | 26797               | 0.25                                    | 26797                    | 0                      | 100.00                               | 0                                  |
|                                                                                                                          | Postal Ballot  | N.A.               | N.A.                | N.A.                                    | N.A.                     | N.A.                   | N.A.                                 | N.A.                               |
|                                                                                                                          | Total          | <b>10735059</b>    | 38016               | 0.35                                    | 38016                    | 0                      | 100.00                               | 0                                  |
| <b>Total</b>                                                                                                             |                | <b>96922600</b>    | <b>85024067</b>     | <b>87.72</b>                            | <b>85024067</b>          | <b>0</b>               | <b>100.00</b>                        | <b>0</b>                           |

For NRB BEARINGS LTD.

  
**S. C. RANGANI**  
 Executive Director  
 & Company Secretary



# UPENDRA SHUKLA

B. Com., F. C. S.

Company Secretary

504, Navkar,  
Nandapatkar Road,  
Vile Parle East, Mumbai - 400 057.  
Resi : 2611 8257  
Mob.: 98211 25846  
E-mail : ucshukla@rediffmail.com

Shri T. S. Sahney,  
Chairman,  
NRB Bearings Ltd.  
15, Dhannur, Sir P. M. Road,  
Fort,  
Mumbai-400001.

Dear Sir,

**Sub: Combined Report on E-voting and voting by Poll conducted at the 51<sup>st</sup> Annual General Meeting of NRB Bearings Ltd.**

- 1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also the Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 51<sup>st</sup> Annual General Meeting.
- 2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 51<sup>st</sup> Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of poll.
- 3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Poll at the 51<sup>st</sup> Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Poll carried out for the resolutions proposed to be passed at the 51<sup>st</sup> AGM of the Shareholders of the Company, held on Tuesday, the 23<sup>rd</sup> August, 2016.
- 4) M/s. Universal Capital Securities Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.

..2/-





- 5) My responsibility as a scrutinizer for voting on Poll, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 51<sup>st</sup> AGM of the Company.
- 6) Based on the reports generated from the e-voting system provided by the CDSL and also votes cast on poll, I submit the consolidated results of the e-voting and the Poll as under:

**Resolution No. 1:** Ordinary Resolution: To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> march, 2016 and the reports of the Board of Directors and the auditors thereon.

|          | In favour of the Resolution      |                   |                 | Against the Resolution           |                   |                 | Not voted               |                      |
|----------|----------------------------------|-------------------|-----------------|----------------------------------|-------------------|-----------------|-------------------------|----------------------|
|          | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response | No. of shares/ votes |
| E-voting | 45                               | 8,37,88,784       | 100             | 0                                | 0                 | 0               | -                       | -                    |
| Poll     | 39                               | 12,35,283         | 100             | 0                                | 0                 | 0               | -                       | -                    |
| Combined | 84                               | 8,50,24,067       | 100             | 0                                | 0                 | 0               | -                       | -                    |

**Resolution No. 2:** Ordinary Resolution: To confirm the payment of interim dividend as final dividend on equity shares for the financial year 2015-16.

|          | In favour of the Resolution      |                   |                 | Against the Resolution           |                   |                 | Not Voted               |                      |
|----------|----------------------------------|-------------------|-----------------|----------------------------------|-------------------|-----------------|-------------------------|----------------------|
|          | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response | No. of shares/ votes |
| E-voting | 45                               | 8,37,88,784       | 100             | 0                                | 0                 | 0               | -                       | -                    |
| Poll     | 38                               | 12,33,283         | 99.84           | 1                                | 2,000             | 0.16            | -                       | -                    |
| Combined | 83                               | 8,50,22,067       | 100             | 1                                | 2,000             | Negligible      | -                       | -                    |



**Resolution No. 3:** Ordinary Resolution: To appoint a Director in place of Mr. D. S. Sahney (DIN 00003956) who retires by rotation and is eligible for re-appointment.

|          | In favour of the Resolution      |                   |                 | Against the Resolution           |                   |                 | Not Voted               |                      |
|----------|----------------------------------|-------------------|-----------------|----------------------------------|-------------------|-----------------|-------------------------|----------------------|
|          | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response | No. of shares/ votes |
| E-voting | 41                               | 7,88,72,651       | 94.13           | 3                                | 42,24,453         | 5.04            | 1                       | 6,91,680*            |
| Poll     | 39                               | 12,35,283         | 100             | 0                                | 0                 | 0               | -                       | -                    |
| Combined | 80                               | 8,01,07,934       | 94.21           | 3                                | 42,24,453         | 4.97            | 1                       | 6,91,680*            |

\* One shareholder holding 6,91,680 equity shares representing 0.82% of total votes cast on e-voting has not voted for this resolution.

**Resolution No. 4:** Ordinary Resolution: To ratify the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors and fix their remuneration.

|          | In favour of the Resolution      |                   |                 | Against the Resolution           |                   |                 | Not Voted               |                      |
|----------|----------------------------------|-------------------|-----------------|----------------------------------|-------------------|-----------------|-------------------------|----------------------|
|          | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response | No. of shares/ votes |
| E-voting | 40                               | 7,72,03,483       | 92.14           | 5                                | 65,85,301         | 7.86            | -                       | -                    |
| Poll     | 39                               | 12,35,283         | 100             | 0                                | 0                 | 0               | -                       | -                    |
| Combined | 79                               | 7,84,38,766       | 92.25           | 5                                | 65,85,301         | 7.75            | -                       | -                    |

**Resolution No. 5:** Ordinary Resolution: To Appoint Mr. Ashank Dutta Desai as an Independent Director.

|          | In favour of the Resolution      |                   |                 | Against the Resolution           |                   |                 | Not Voted               |                      |
|----------|----------------------------------|-------------------|-----------------|----------------------------------|-------------------|-----------------|-------------------------|----------------------|
|          | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response received | No. of votes cast | % of votes cast | No. of Ballot/ Response | No. of shares/ votes |
| E-voting | 45                               | 8,37,88,784       | 100             | 0                                | 0                 | 0               | -                       | -                    |
| Poll     | 39                               | 12,35,283         | 100             | 0                                | 0                 | 0               | -                       | -                    |
| Combined | 84                               | 8,50,24,067       | 100             | 0                                | 0                 | 0               | -                       | -                    |

7) Out of 40, 1 ballot paper was rejected because shareholder has put tick mark on both columns showing "assent" and "dissent".



UPENDRA SHUKLA

: 4 :

- 8) A list of Equity Shareholders, who voted 'For', 'Against' through e-voting and those whose votes were declared invalid for each resolution and data of polling is kept ready for handing over to the Company Secretary.
- 9) Poll papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,



Yours faithfully,

  
(U.C. SHUKLA)  
COMPANY SECRETARY  
FCS: 2727/CP: 1654

Date: 25<sup>th</sup> August, 2016  
Place: Mumbai