



**E.I.D. - Parry (India) Limited**

Regd. Office : Dare House, 234, N.S.C. Bose Road, Parrys Corner, Chennai 600001, India.

Tel : 91.44 25306789 Fax : 91.44. 25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

August 01, 2014

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

**Fax No.022 – 26598237/238/347/348**

Dear Sir,

**Sub. : Results of Voting under Clause 35A of Listing Agreement**

The Thirty Ninth Annual General Meeting (AGM) of E.I.D.- Parry (India) Limited was held on July 30, 2014 at 4.00 p.m. at Tamil Isai Sangam, Rajah Annamalai Mandram, 5, Esplanade, Chennai – 600 108.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, all the shareholders of the Company were given the opportunity to exercise their right to vote on all the resolutions set out in the Notice of AGM through electronic voting (e-voting) during the period commencing from July 24, 2014 9.00 a.m. to July 26, 2014 6.00 p.m. The rules also provide that subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of the relevant general meeting of the members.

All the resolutions contained in the Notice of the above AGM were approved by requisite majority of shareholders through e-voting and accordingly all the resolutions were declared to be passed on July 30, 2014 which is the date of the Annual General Meeting. In accordance with the Clause 35A of the listing agreement, we enclose the voting results in the prescribed format along with the scrutiniser's report for e-voting and poll conducted physically at the AGM venue.

Kindly take the above information on record and acknowledge receipt.

Thanking you

Yours faithfully

For **E.I.D. - PARRY (INDIA) LIMITED.**

**G.JALAJA**  
**COMPANY SECRETARY**

**Encl: Results of Voting along with Scrutiniser's report.**

**RESULTS OF VOTING UNDER CLAUSE 35A OF LISTING AGREEMENT**

|                                                                                |                                            |
|--------------------------------------------------------------------------------|--------------------------------------------|
| Date of the Annual General Meeting                                             | Wednesday, the 30 <sup>th</sup> July, 2014 |
| Total number of shareholders on record date (i.e. 20 <sup>th</sup> June, 2014) | 41,529                                     |
| No. of shareholders present at the meeting either in person or through proxy:  |                                            |
| Promoter                                                                       | 1                                          |
| Public                                                                         | 1409                                       |
| No. of shareholders attended the meeting through video conferencing:           |                                            |
| Promoters and Promoters Group                                                  |                                            |
| Public                                                                         | Not arranged                               |

**MODE OF VOTING**

The mode of voting for all resolutions was E-Voting and Poll (Physical) conducted at the Meeting.



## ITEM No. 1

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3) = [(2)/(1)]*100 | No. of<br>Votes<br>- in<br>Favour)<br>4 | No. of<br>Votes -<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6) = [(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled)<br>(7) = [(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|---------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|--------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                     | 79300670                                | 0                                 | 100.00                                                                   | 0.00                                                                    |
| Public - Institutional holders | 55262729               | 27820173                       | 50.34                                                                     | 27820173                                | 0                                 | 100.00                                                                   | 0.00                                                                    |
| Public-Others                  | 41034607               | 177857                         | 0.43                                                                      | 171227                                  | 6630                              | 96.27                                                                    | 3.73                                                                    |
| <b>Total</b>                   | <b>175785996</b>       | <b>107298700</b>               |                                                                           | <b>107292070</b>                        | <b>6630</b>                       |                                                                          |                                                                         |

## ITEM No. 2

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3) = [(2)/(1)]*100 | No. of<br>Votes<br>- in<br>Favour)<br>4 | No. of<br>Votes -<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6) = [(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled)<br>(7) = [(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|---------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|--------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                     | 79300670                                | 0                                 | 100.00                                                                   | 0.00                                                                    |
| Public - Institutional holders | 55262729               | 24852425                       | 44.97                                                                     | 24769351                                | 83074                             | 99.67                                                                    | 0.33                                                                    |
| Public-Others                  | 41034607               | 3145505                        | 7.67                                                                      | 3144221                                 | 1284                              | 99.96                                                                    | 0.04                                                                    |
| <b>Total</b>                   | <b>175785996</b>       | <b>107298600</b>               |                                                                           | <b>107214242</b>                        | <b>84358</b>                      |                                                                          |                                                                         |



## ITEM No. 3

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3)= [(2)/(1)]*100 | No. of<br>Votes<br>– in<br>Favour)<br>4 | No. of<br>Votes –<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6) =[(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled<br>(7)=[(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|--------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                    | 79300670                                | 0                                 | 100.00                                                                  | 0.00                                                                 |
| Public – Institutional holders | 55262729               | 24852425                       | 44.97                                                                    | 21518509                                | 3333916                           | 86.59                                                                   | 13.41                                                                |
| Public-Others                  | 41034607               | 3145505                        | 7.67                                                                     | 3144152                                 | 1353                              | 99.96                                                                   | 0.04                                                                 |
| <b>Total</b>                   | <b>175785996</b>       | <b>107298600</b>               |                                                                          | <b>103963331</b>                        | <b>3335269</b>                    |                                                                         |                                                                      |

## ITEM No. 4

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3)= [(2)/(1)]*100 | No. of<br>Votes<br>– in<br>Favour)<br>4 | No. of<br>Votes –<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6) =[(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled<br>(7)=[(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|--------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                    | 79300670                                | 0                                 | 100.00                                                                  | 0.00                                                                 |
| Public – Institutional holders | 55262729               | 24848454                       | 44.96                                                                    | 23304207                                | 1544247                           | 93.79                                                                   | 6.21                                                                 |
| Public-Others                  | 41034607               | 3144905                        | 7.66                                                                     | 3142571                                 | 2334                              | 99.93                                                                   | 0.07                                                                 |
| <b>Total</b>                   | <b>175785996</b>       | <b>107294029</b>               |                                                                          | <b>105747448</b>                        | <b>1546581</b>                    |                                                                         |                                                                      |

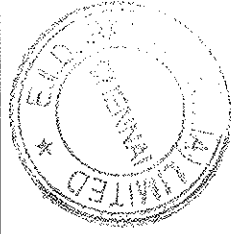


## ITEM No. 5

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3) = [(2)/(1)]*100 | No. of<br>Votes<br>– in<br>Favour)<br>4 | No. of<br>Votes –<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6) = [(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled<br>(7) = [(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|---------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|--------------------------------------------------------------------------|------------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                     | 79300670                                | 0                                 | 100.00                                                                   | 0.00                                                                   |
| Public – Institutional holders | 55262729               | 24770535                       | 44.82                                                                     | 24141735                                | 628800                            | 97.46                                                                    | 2.54                                                                   |
| Public-Others                  | 41034607               | 3145005                        | 7.66                                                                      | 3142597                                 | 2408                              | 99.92                                                                    | 0.08                                                                   |
| <b>Total</b>                   | <b>175785996</b>       | <b>107216210</b>               |                                                                           | <b>106585002</b>                        | <b>631208</b>                     |                                                                          |                                                                        |

## ITEM No. 6

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3) = [(2)/(1)]*100 | No. of<br>Votes<br>– in<br>Favour)<br>4 | No. of<br>Votes –<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6) = [(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled<br>(7) = [(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|---------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|--------------------------------------------------------------------------|------------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                     | 79300670                                | 0                                 | 100.00                                                                   | 0.00                                                                   |
| Public – Institutional holders | 55262729               | 24852425                       | 44.97                                                                     | 22407443                                | 2444982                           | 90.16                                                                    | 9.84                                                                   |
| Public-Others                  | 41034607               | 3145005                        | 7.66                                                                      | 3144157                                 | 848                               | 99.97                                                                    | 0.03                                                                   |
| <b>Total</b>                   | <b>175785996</b>       | <b>107298100</b>               |                                                                           | <b>104852270</b>                        | <b>2445830</b>                    |                                                                          |                                                                        |



## ITEM No. 7

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3) = [(2)/(1)]*100 | No. of<br>Votes<br>- in<br>Favour)<br>4 | No. of<br>Votes -<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6) = [(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled<br>(7) = [(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|---------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|--------------------------------------------------------------------------|------------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                     | 79300670                                | 0                                 | 100.00                                                                   | 0.00                                                                   |
| Public - Institutional holders | 55262729               | 24770535                       | 44.82                                                                     | 24770535                                | 0                                 | 100.00                                                                   | 0.00                                                                   |
| Public-Others                  | 41034607               | 3146005                        | 7.67                                                                      | 3144197                                 | 1808                              | 99.94                                                                    | 0.06                                                                   |
| <b>Total</b>                   | <b>175785996</b>       | <b>107217210</b>               |                                                                           | <b>107215402</b>                        | <b>1808</b>                       |                                                                          |                                                                        |

## ITEM No. 8

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3) = [(2)/(1)]*100 | No. of<br>Votes<br>- in<br>Favour)<br>4 | No. of<br>Votes -<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6) = [(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled<br>(7) = [(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|---------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|--------------------------------------------------------------------------|------------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                     | 79300670                                | 0                                 | 100.00                                                                   | 0.00                                                                   |
| Public - Institutional holders | 55262729               | 24690239                       | 44.68                                                                     | 24640720                                | 49519                             | 99.80                                                                    | 0.20                                                                   |
| Public-Others                  | 41034607               | 3145505                        | 7.67                                                                      | 3142493                                 | 3012                              | 99.90                                                                    | 0.10                                                                   |
| <b>Total</b>                   | <b>175785996</b>       | <b>107136414</b>               |                                                                           | <b>107083883</b>                        | <b>52531</b>                      |                                                                          |                                                                        |

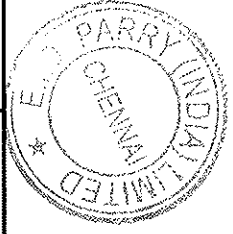


## ITEM No. 9

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3) = [(2)/(1)]*100 | No. of<br>Votes<br>- in<br>Favour)<br>4 | No. of<br>Votes -<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6) = [(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled)<br>(7) = [(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|---------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|--------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                     | 79300670                                | 0                                 | 100.00                                                                   | 0.00                                                                    |
| Public - Institutional holders | 55262729               | 24690239                       | 44.68                                                                     | 24640720                                | 49519                             | 99.80                                                                    | 0.20                                                                    |
| Public-Others                  | 41034607               | 3145505                        | 7.67                                                                      | 3142591                                 | 2914                              | 99.91                                                                    | 0.09                                                                    |
| <b>Total</b>                   | <b>175785996</b>       | <b>107136414</b>               |                                                                           | <b>107083981</b>                        | <b>52433</b>                      |                                                                          |                                                                         |

## ITEM No. 10

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3) = [(2)/(1)]*100 | No. of<br>Votes<br>- in<br>Favour)<br>4 | No. of<br>Votes -<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6) = [(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled)<br>(7) = [(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|---------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|--------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                     | 79300670                                | 0                                 | 100.00                                                                   | 0.00                                                                    |
| Public - Institutional holders | 55262729               | 24690239                       | 44.68                                                                     | 24690239                                | 0                                 | 100.00                                                                   | 0.00                                                                    |
| Public-Others                  | 41034607               | 3145505                        | 7.67                                                                      | 3142591                                 | 2914                              | 99.91                                                                    | 0.09                                                                    |
| <b>Total</b>                   | <b>175785996</b>       | <b>107136414</b>               |                                                                           | <b>107133500</b>                        | <b>2914</b>                       |                                                                          |                                                                         |



## ITEM No. 11

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3)=[(2)/(1)]*100 | No. of<br>Votes<br>- in<br>Favour)<br>4 | No. of<br>Votes -<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled<br>(7)=[(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|-------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                   | 79300670                                | 0                                 | 100.00                                                                 | 0.00                                                                 |
| Public – Institutional holders | 55262729               | 24690239                       | 44.68                                                                   | 24640720                                | 49519                             | 99.80                                                                  | 0.20                                                                 |
| Public-Others                  | 41034607               | 3145500                        | 7.67                                                                    | 3143389                                 | 2111                              | 99.93                                                                  | 0.07                                                                 |
| Total                          | 175785996              | 107136409                      |                                                                         | 107084779                               | 51630                             |                                                                        |                                                                      |

## ITEM No. 12

| Promoter /Public               | No of Shares held<br>1 | No. of<br>votes<br>polled<br>2 | % of Votes<br>Polled on<br>outstanding<br>g shares<br>(3)=[(2)/(1)]*100 | No. of<br>Votes<br>- in<br>Favour)<br>4 | No. of<br>Votes -<br>against<br>5 | % of Votes<br>in favour<br>on votes<br>polled<br>(6)=[(4)/(2)]<br>*100 | % of Votes<br>against on<br>votes<br>polled<br>(7)=[(5)/(2)]<br>*100 |
|--------------------------------|------------------------|--------------------------------|-------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------|
| Promoter/Promoter Group        | 79488660               | 79300670                       | 99.76                                                                   | 79300670                                | 0                                 | 100.00                                                                 | 0.00                                                                 |
| Public – Institutional holders | 55262729               | 24772129                       | 44.83                                                                   | 24772129                                | 0                                 | 100.00                                                                 | 0.00                                                                 |
| Public-Others                  | 41034607               | 3146005                        | 7.67                                                                    | 3141461                                 | 4544                              | 99.86                                                                  | 0.14                                                                 |
| Total                          | 175785996              | 107218804                      |                                                                         | 107214260                               | 4544                              |                                                                        |                                                                      |





**Report of Scrutinizer - Combined**

31<sup>st</sup> July, 2014

The Chairman

**Messrs. E.I.D.-Parry (India) Limited**

"Dare House"

Parrys Corner

Chennai - 600 001.

**Ref: The Thirty Ninth Annual General Meeting of the Equity Shareholders of Messrs. E.I.D.-Parry (India) Limited held on 30<sup>th</sup> July, 2014 at 4.00 PM at Tamil Isai Sangam, Rajah Annamalai Mandram, 5, Esplanade Road, Chennai – 600108.**

Dear Sir,

We, R.Sridharan of M/s. R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by:

- The Board of Directors of **Messrs. E.I.D.-Parry (India) Limited** vide resolution dated 29<sup>th</sup> April 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 23<sup>rd</sup> July, 2014 at 9.00 AM IST to 25<sup>th</sup> July, 2014 at 6.00 PM IST.
- The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 66<sup>th</sup> AGM of the members of the Company, held on 30<sup>th</sup> July, 2014 at Narada Gana Sabha Trust, "Mini Hall", No 314, TTK Road, Chennai - 600 018.

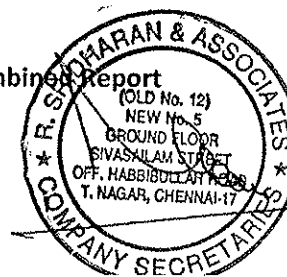
We now submit our combined Report as under:

1. After the time fixed for closing of the poll by the Chairman, three ballot boxes kept for polling were locked in our presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and 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.

**E.I.D- Parry (India) Limited**

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**39<sup>th</sup> AGM – Scrutinizer's Combined Report**





We have scrutinized and reviewed the voting done through electronic means and by means of Poll taken at the venue of the AGM. The votes tendered therein in respect of the e voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].

4. The combined result (E-voting and poll) of the said Resolutions are as under:

Item No: 1

**Adoption of Financial Statements (Ordinary Resolution)**

(i) Votes in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>114</b>                          | <b>103459927</b>                         | <b>69</b>                               | <b>3832143</b>                       | <b>107292070</b>                                     | <b>99.99%</b>                         |

(ii) Votes against the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>12</b>                               | <b>6630</b>                          | <b>6630</b>                                          | <b>0.01%</b>                          |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>10</b>                               | <b>2361408</b>                       | <b>2361408</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 2

**Appointment of Mr. Anand Narain Bhatia as an Independent Director of the Company (Ordinary Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>109</b>                          | <b>103376739</b>                         | <b>74</b>                               | <b>3837503</b>                       | <b>107214242</b>                                     | <b>99.92%</b>                         |

(ii) Voted against the resolution:

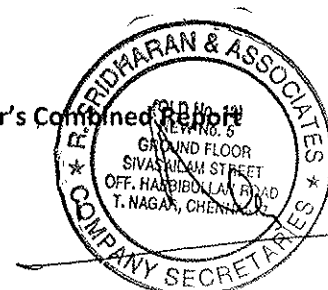
| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>5</b>                            | <b>83188</b>                             | <b>7</b>                                | <b>1170</b>                          | <b>84358</b>                                         | <b>0.08%</b>                          |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>10</b>                               | <b>2361508</b>                       | <b>2361508</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 3

**Appointment of Mr. M.B.N. Rao as an Independent Director of the Company (Ordinary Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>86</b>                           | <b>100288083</b>                         | <b>71</b>                               | <b>3675248</b>                       | <b>103963331</b>                                     | <b>96.89%</b>                         |

(ii) Voted against the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>28</b>                           | <b>3171844</b>                           | <b>10</b>                               | <b>163425</b>                        | <b>3335269</b>                                       | <b>3.11%</b>                          |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>10</b>                               | <b>2361508</b>                       | <b>2361508</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 4

**Appointment of Statutory Auditors (Ordinary Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>109</b>                          | <b>101911595</b>                         | <b>71</b>                               | <b>3835853</b>                       | <b>105747448</b>                                     | <b>98.56%</b>                         |

(ii) Voted against the resolution:

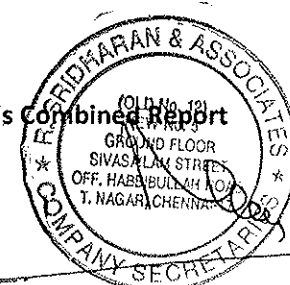
| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>4</b>                            | <b>1544361</b>                           | <b>9</b>                                | <b>2220</b>                          | <b>1546581</b>                                       | <b>1.44%</b>                          |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>11</b>                               | <b>2362108</b>                       | <b>2362108</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 5

**Appointment of Mrs. Shyamala Gopinath as an Independent Director of the Company (Ordinary Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>107</b>                          | <b>102830946</b>                         | <b>73</b>                               | <b>3754056</b>                       | <b>106585002</b>                                     | <b>99.41%</b>                         |

(ii) Voted against the resolution:

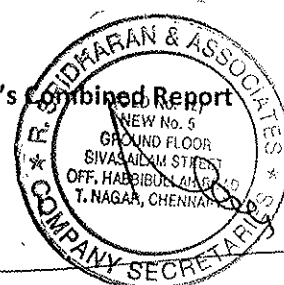
| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>7</b>                            | <b>628981</b>                            | <b>6</b>                                | <b>2227</b>                          | <b>631208</b>                                        | <b>0.59%</b>                          |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>12</b>                               | <b>2443898</b>                       | <b>2443898</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 6

**Appointment of Mr. V. Manickam as an Independent Director of the Company (Ordinary Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>89</b>                           | <b>101095110</b>                         | <b>75</b>                               | <b>3757160</b>                       | <b>104852270</b>                                     | <b>97.72%</b>                         |

(ii) Voted against the resolution:

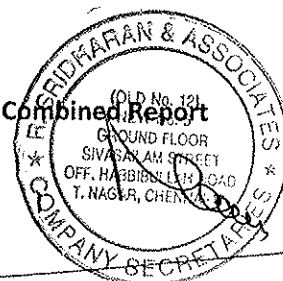
| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>25</b>                           | <b>2364817</b>                           | <b>5</b>                                | <b>81013</b>                         | <b>2445830</b>                                       | <b>2.28%</b>                          |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>11</b>                               | <b>2362008</b>                       | <b>2362008</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No: 7

**Appointment of Mr. V. Ramesh as a Director of the Company (Ordinary Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>112</b>                          | <b>103459796</b>                         | <b>76</b>                               | <b>3755606</b>                       | <b>107215402</b>                                     | <b>100%</b>                           |

(ii) Voted against the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>2</b>                            | <b>131</b>                               | <b>5</b>                                | <b>1677</b>                          | <b>1808</b>                                          | <b>0%</b>                             |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>10</b>                               | <b>2442898</b>                       | <b>2442898</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 8

**Enhancement of Borrowing Limits of the Company up to Rs. 3000 Crores (Special Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>108</b>                          | <b>103410166</b>                         | <b>69</b>                               | <b>3673717</b>                       | <b>107083883</b>                                     | <b>99.95%</b>                         |

(ii) Voted against the resolution:

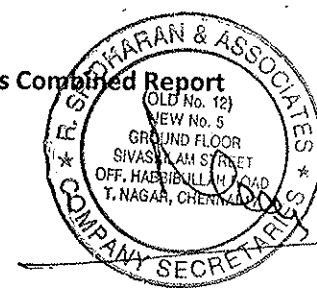
| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>6</b>                            | <b>49761</b>                             | <b>10</b>                               | <b>2770</b>                          | <b>52531</b>                                         | <b>0.05%</b>                          |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>12</b>                               | <b>2523694</b>                       | <b>2523694</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no.8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 9

**Creation of Mortgage/Charge on the movable and Immovable properties of the Company (Special Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>107</b>                          | <b>103410164</b>                         | <b>70</b>                               | <b>3673817</b>                       | <b>107083981</b>                                     | <b>99.95%</b>                         |

(ii) Voted against the resolution:

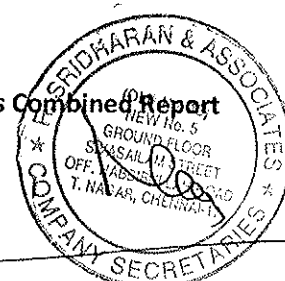
| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>7</b>                            | <b>49763</b>                             | <b>9</b>                                | <b>2670</b>                          | <b>52433</b>                                         | <b>0.05%</b>                          |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>12</b>                               | <b>2523694</b>                       | <b>2523694</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No : 10

**Remuneration of Cost Auditors (Ordinary Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>111</b>                          | <b>103459735</b>                         | <b>69</b>                               | <b>3673765</b>                       | <b>107133500</b>                                     | <b>100%</b>                           |

(ii) Voted against the resolution:

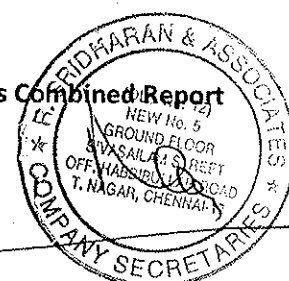
| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>3</b>                            | <b>192</b>                               | <b>10</b>                               | <b>2722</b>                          | <b>2914</b>                                          | <b>0%</b>                             |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>12</b>                               | <b>2523694</b>                       | <b>2523694</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 11

**Issue of Redeemable Non Convertible Debentures (Special Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>108</b>                          | <b>103410214</b>                         | <b>70</b>                               | <b>3674565</b>                       | <b>107084779</b>                                     | <b>99.95%</b>                         |

(ii) Voted against the resolution:

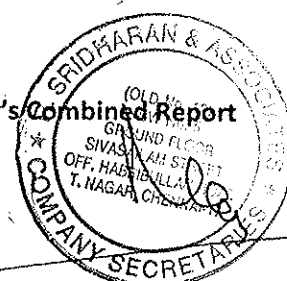
| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>6</b>                            | <b>49713</b>                             | <b>8</b>                                | <b>1917</b>                          | <b>51630</b>                                         | <b>0.05%</b>                          |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>13</b>                               | <b>2523699</b>                       | <b>2523699</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No: 12

**Payment of Commission to Non Whole time Directors of the Company (Special Resolution)**

(i) Voted in favour of the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>108</b>                          | <b>103459553</b>                         | <b>68</b>                               | <b>3754707</b>                       | <b>107214260</b>                                     | <b>100%</b>                           |

(ii) Voted against the resolution:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) - Poll | Total Number of votes cast through E-Voting and Poll | % of total number of valid votes cast |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|---------------------------------------|
| <b>6</b>                            | <b>374</b>                               | <b>13</b>                               | <b>4170</b>                          | <b>4544</b>                                          | <b>0%</b>                             |

(iii) Invalid Votes:

| Number of members voted in e-voting | Number of votes cast (Shares) – E Voting | Number of members/Proxies voted by Poll | Number of votes cast (Shares) – Poll | Total Number of votes cast through E-Voting and Poll |
|-------------------------------------|------------------------------------------|-----------------------------------------|--------------------------------------|------------------------------------------------------|
| <b>NIL</b>                          | <b>NIL</b>                               | <b>10</b>                               | <b>2441304</b>                       | <b>2441304</b>                                       |

**RESULT:**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



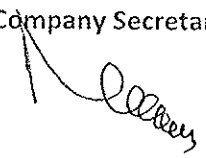


5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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

Thanking you,  
Yours faithfully,

For R. Sridharan & Associates  
Company Secretaries

  
CS R. Sridharan  
CP No. 3239  
FCS No. 4775

