



PREMIER LTD.

Engineering • Automotive

September 15, 2014

The Manager
Listing Department
National Stock Exchange of India Limited
"Exchange Plaza", C-1, Block-G
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

Scrip Symbol: PREMIER

Dear Sirs,

Clause 35A of the Listing Agreements Voting Results in the AGM held on 12.09.2014

We furnish below the results (including e-voting held on 6th September, 2014 to 8th September, 2014) in the format prescribed under Clause 35A of the Listing Agreement.

| | |
|------------------------------------------------------------------------------|----------------------------------|
| Date of AGM | 12 th September, 2014 |
| Total No. of shareholders as on record date | 36205 |
| No. of Shareholders present in the meeting either in person or through proxy | 59 |
| Promoters and Promoters Group | 3 |
| Public | 56 |
| No. of Shareholders attended the meeting through Video Conferencing | NIL |
| Promoters and Promoters Group | NIL |
| Public | NIL |

Details of the Agenda :

Item No. 1 : To adopt the Audited Financial Statements including the statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date, report of the Board of Directors and Auditors.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes In favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114782 | 314355 | 26.75 | 73.25 |
| Total | 30372570 | 14062339 | 46.37 | 13767984 | 314355 | 97.77 | 2.23 |

Corporate Office : 58, Nariman Bhavan, Nariman Point, Mumbai - 400021, India. Tel: +91-22-61179000 / 61179001, Fax: +91-22-61179003

Registered Office & Works: Mumbai-Pune Road, Chinchwad, Pune - 411019, India. Tel: +91-20-66310000 / 27475161, Fax: +91-20-66310371

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CIN:L34103PN1944PLC020842



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Item No. 2 : To declare a dividend on equity shares for the year ended 31st March, 2014.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes In favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 127205 | 301932 | 29.64 | 70.36 |
| Total | 30372670 | 14082339 | 46.37 | 13780407 | 301932 | 97.86 | 2.14 |

Item No. 3 : Re-appointment of Mrs. Rohita M. Doshi, who retires by rotation.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes In favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114774 | 314363 | 26.75 | 73.25 |
| Total | 30372670 | 14082339 | 46.37 | 13767876 | 314363 | 97.77 | 2.23 |



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Item No. 4 : Appointment of M/s K.S. Aiyar & Co., Chartered Accountants as Auditors.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114782 | 314355 | 26.75 | 73.25 |
| Total | 30372570 | 14082339 | 46.37 | 13767984 | 314355 | 97.77 | 2.23 |

Item No. 5 : Appointment of Mr. Shailesh S. Vaidya as an Independent Director.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114699 | 314438 | 26.73 | 73.27 |
| Total | 30372570 | 14082339 | 46.37 | 13767901 | 314438 | 97.77 | 2.23 |



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Item No. 6 : Appointment of Mr. S. Padmanabhan as an Independent Director.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114782 | 314355 | 26.75 | 73.25 |
| Total | 30372670 | 14082339 | 46.37 | 13767984 | 314355 | 97.77 | 2.23 |

Item No. 7 : Appointment of Mr. Asit Javeri as an Independent Director.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114782 | 314355 | 26.75 | 73.25 |
| Total | 30372670 | 14082339 | 46.37 | 13767984 | 314355 | 97.77 | 2.23 |



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Item No. 8 : Appointment of Dr. Udo Weigel as an Independent Director.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114782 | 314355 | 26.75 | 73.25 |
| Total | 30372570 | 14082339 | 46.37 | 13767984 | 314355 | 97.77 | 2.23 |

Item No. 9 : Appointment of Mrs. Kavita Khanna as an Independent Director.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114782 | 314355 | 26.75 | 73.25 |
| Total | 30372570 | 14082339 | 46.37 | 13767984 | 314355 | 97.77 | 2.23 |



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Item No. 10 : Appointment of Mr. Dilip J. Thakkar as an Independent Director.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114782 | 314355 | 26.75 | 73.25 |
| Total | 30372570 | 14082339 | 46.37 | 13767984 | 314355 | 97.77 | 2.23 |

Item No. 11 : Appointment of Mr. Ramesh Adige as an Independent Director.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114782 | 314355 | 26.75 | 73.25 |
| Total | 30372570 | 14082339 | 46.37 | 13767984 | 314355 | 97.77 | 2.23 |



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Item No. 12 : Special Resolution under Section 180(1)(c) the Companies Act, 2013 for borrowing money upto 500 crores over and above the aggregate of the paid up share capital and free reserves of the Company.

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114408 | 314729 | 26.66 | 73.34 |
| Total | 30372570 | 14082339 | 46.37 | 13767610 | 314729 | 97.77 | 2.23 |

Item No. 13 : Special Resolution for amended the Articles of Association of the Company, by insertion of Article No.176(1) after present Article No.176

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114782 | 314355 | 26.75 | 73.25 |
| Total | 30372570 | 14082339 | 46.37 | 13767984 | 314355 | 97.77 | 2.23 |



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Item No. 14 : Remuneration payable to Cost Auditor

| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - In Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|------------------------------|-----------------------|------------------------|-----------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter & promoters Group | 13653202 | 13653202 | 100.00 | 13653202 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 2034458 | 0 | 0.00 | | 0 | 0.00 | 0.00 |
| Public - Others | 14684910 | 429137 | 2.92 | 114782 | 314355 | 26.75 | 73.25 |
| Total | 30372570 | 14082339 | 46.37 | 13767984 | 314355 | 97.77 | 2.23 |

Accordingly, all the resolutions proposed in the 68th Annual General Meeting of the Company passed with requisite majority.

We request you to take the above on your record.

Thanking you,

Yours faithfully,
For Premier Ltd.

Ramesh M. Tavhare
Vice President (Legal and Corporate Affairs)
& Company Secretary