August 10, 2016

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

Security Code: 500878

Symbol: CEATLTD

Sub: Voting Results for the resolution passed at the Fifty-Seventh Annual General Meeting (AGM) held on Tuesday, August 9, 2016

Pursuant to Regulations 44 (3) of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the details with respect to voting results declared for the resolutions passed at the Fifty-Seventh Annual General Meeting (AGM) held on Tuesday, August 9, 2016 in the prescribed format.

We are also enclosing the copy of Consolidated Scrutinizer Report on the remote e-voting and voting through ballot paper at the AGM.

The above information will be uploaded on the website of the Company and also on the website of Central Depository Services (India) Limited.

You are requested to take the same on records.

Thanking you,

Yours faithfully,
For **CEAT Limited**

H. N. Singh Rajpoot
Company Secretary

CEAT LIMITED 463, Dr. A. B. Road WORLI, MUMBAI-30

Encl: As above

CEAT LIMITED

Date of AGM	August 9, 2016
Total number of shareholders as on Record Date	66644* (as on August 02, 2016)
No. of shareholders present in the meeting either in person or through Proxy:	
Promoter & Promoter Group	16 (12 through Authorised Representative)
Public	49
No. of shareholders attended the meeting through Video Conferencing:	
Promoter & Promoter Group	Nil
Public	Nil

*This includes 1 beneficiary account namely "CEAT Limited- Unclaimed Securities Suspense Account", of which voting rights have been frozen as per Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CEAT LIMITED 463, Dr. A. B. Road WORLI, MUMBAI-30

CEAT LIMITED

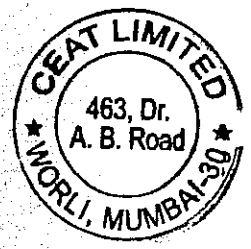
To receive, consider and adopt

a. the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution? - No
Resolution No 1

	Promoter/Public	Mode of Voting	Total No of A/Cs	Total 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
1	Promoter and Promoter Group	E-Voting	16	20533743	18751395	91.32	18751395	0	100.00	0.00
		Poll	16	20533743	1782348	8.68	1782348	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	16	20533743	20533743	100.00	20533743	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234	12437013	5728233	46.06	5728233	0	100.00	0.00
		Poll	0	0	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	234	12437013	5728233	46.06	5728233	0	100.00	0.00
3	Public-Others	E-Voting	66393	7341733	2238	0.03	2238	0	100.00	0.00
		Poll	66393	7341733	3888	0.05	3888	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	66393	7341733	6126	0.08	6126	0	100.00	0.00
	Total	E-Voting	66643	40312489	24481866	60.73	24481866	0	100.00	0.00
		Poll	66643	40312489	1786236	4.43	1786236	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	**66643**	**40312489**	**26268102**	**65.16**	**26268102**	**0**	**100.00**	**0.00**



CEAT LIMITED

To confirm the Interim Dividend paid by the Company, as final dividend for the financial year ended March 31, 2016.

Whether promoter/ promoter group are interested in the agenda/resolution? - No

Resolution No 2

	Promoter/Public	Mode of Voting	Total No of A/Cs	Total 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
1	Promoter and Promoter Group	E-Voting	16	20533743	18751395	91.32	18751395	0	100.00	0.00
		Poll	16	20533743	1782348	8.68	1782348	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	16	20533743	20533743	100.00	20533743	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234	12437013	5728233	46.06	5728233	0	100.00	0.00
		Poll	0	0	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	234	12437013	5728233	46.06	5728233	0	100.00	0.00
3	Public-Others	E-Voting	66393	7341733	2238	0.03	2238	0	100.00	0.00
		Poll	66393	7341733	3888	0.05	3888	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	66393	7341733	6126	0.08	6126	0	100.00	0.00
	Total	E-Voting	66643	40312489	24481866	60.73	24481866	0	100.00	0.00
		Poll	66643	40312489	1786236	4.43	1786236	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	**66643**	**40312489**	**26268102**	**65.16**	**26268102**	**0**	**100.00**	**0.00**

CEAT LIMITED
463, Dr. A. B. Road
WORLI, MUMBAI-30

CEAT LIMITED

To appoint a Director in place of Mr. Arnab Banerjee (DIN 06559516), who retires by rotation and, being eligible, has offered himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution? - No

Resolution No 3

	Promoter/Public	Mode of Voting	Total No of A/Cs	Total 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
		E-Voting	16	20533743	18751395	91.32	18751395	0	100.00	0.00
		Poll	16	20533743	1782348	8.68	1782348	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
1	Promoter and Promoter Group	Total	16	20533743	20533743	100.00	20533743	0	100.00	0.00
		E-Voting	234	12437013	5728233	46.06	5204657	523576	90.86	9.14
		Poll	0	0	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Total	234	12437013	5728233	46.06	5204657	523576	90.86	9.14
		E-Voting	66393	7341733	2181	0.03	2125	56	97.43	2.57
		Poll	66393	7341733	3888	0.05	3888	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
3	Public-Others	Total	66393	7341733	6069	0.08	6013	56	99.08	0.92
		E-Voting	66643	40312489	24481809	60.73	23958177	523632	97.86	2.14
		Poll	66643	40312489	1786236	4.43	1786236	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
	Total	**Total**	**66643**	**40312489**	**26268045**	**65.16**	**25744413**	**523632**	**98.01**	**1.99**

CEAT LIMITED
463, Dr. A. B. Road
WORLI, MUMBAI-30

CEAT LIMITED

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

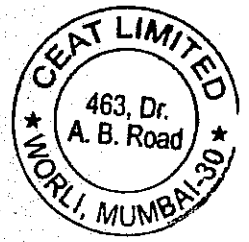
RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) the appointment of Messrs S R B C and Co, LLP, Chartered Accountants (Firm Registration No. 324982E/E300003), as the Statutory Auditors of the Company, made pursuant to the resolution of the Members passed at the fifty-fifth annual general meeting, to hold office from the conclusion of the fifty-fifth Annual General Meeting until the conclusion of the fifty-eighth Annual General Meeting of the Company, be and is hereby ratified at this fifty-seventh Annual General Meeting on such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.

Whether promoter/ promoter group are interested in the agenda/resolution? -No

Resolution No 4

	Promoter/Public	Mode of Voting	Total No of A/Cs	Total 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
1	Promoter and Promoter Group	E-Voting	16	20533743	18751395	91.32	18751395	0	100.00	0.00
		Poll	16	20533743	1782348	8.68	1782348	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	16	20533743	20533743	100.00	20533743	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234	12437013	5728233	46.06	5728233	0	100.00	0.00
		Poll	0	0	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	234	12437013	5728233	46.06	5728233	0	100.00	0.00
3	Public-Others	E-Voting	66393	7341733	2238	0.03	2238	0	100.00	0.00
		Poll	66393	7341733	3888	0.05	3888	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	66393	7341733	6126	0.08	6126	0	100.00	0.00
	Total	E-Voting	66643	40312489	24481866	60.73	24481866	0	100.00	0.00
		Poll	66643	40312489	1786236	4.43	1786236	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	**66643**	**40312489**	**26268102**	**65.16**	**26268102**	**0**	**100.00**	**0.00**





CEAT LIMITED

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Paras K. Chowdhary (DIN 00076807), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from August 9, 2016 being the date of fifty-seventh Annual General Meeting of the Company.

Whether promoter/ promoter group are interested in the agenda/resolution? - No
Resolution No 5

	Promoter/Public	Mode of Voting	Total No of A/Cs	Total 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
		E-Voting	16	20533743	18751395	91.32	18751395	0	100.00	0.00
		Poll	16	20533743	1782348	8.68	1782348	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
1	Promoter and Promoter Group	Total	16	20533743	20533743	100.00	20533743	0	100.00	0.00
		E-Voting	234	12437013	5728233	46.06	4999476	728757	87.28	12.72
		Poll	0	0	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Total	234	12437013	5728233	46.06	4999476	728757	87.28	12.72
		E-Voting	66393	7341733	2181	0.03	1194	987	54.75	45.25
		Poll	66393	7341733	3888	0.05	3888	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
3	Public-Others	Total	66393	7341733	6069	0.08	5082	987	83.74	16.26
		E-Voting	66643	40312489	24481809	60.73	23752065	729744	97.02	2.98
		Poll	66643	40312489	1786236	4.43	1786236	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
	Total	**Total**	**66643**	**40312489**	**26268045**	**65.16**	**25538301**	**729744**	**97.22**	**2.78**

CEAT LIMITED
463, Dr. A. B. Road
WORLI, MUMBAI-30

CEAT LIMITED

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) (hereinafter referred to as the Act), the remuneration of Rs. 3,00,000/- (Rupees Three lacs only) and reimbursement of out-of-pocket expenses at actual plus applicable taxes, as approved by the Board of Directors of the Company, to be paid to Messrs N. I. Mehta and Co., Cost Accountants, for conducting the audit of the cost records of the Company for the financial year ending March 31, 2017, be and is hereby ratified and confirmed.

Whether promoter/ promoter group are interested in the agenda/resolution? - No

Resolution No 6

	Promoter/Public	Mode of Voting	Total No of A/Cs	Total 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
1	Promoter and Promoter Group	E-Voting	16	20533743	18751395	91.32	18751395	0	100.00	0.00
		Poll	16	20533743	1782348	8.68	1782348	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	16	20533743	20533743	100.00	20533743	0	100.00	0.00
2	Public - Institutional holders	E-Voting	234	12437013	5728233	46.06	5728233	0	100.00	0.00
		Poll	0	0	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	234	12437013	5728233	46.06	5728233	0	100.00	0.00
3	Public-Others	E-Voting	66393	7341733	2238	0.03	2184	54	97.59	2.41
		Poll	66393	7341733	3888	0.05	3888	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	66393	7341733	6126	0.08	6072	54	99.12	0.88
	Total	E-Voting	66643	40312489	24481866	60.73	24481812	54	100.00	0.00
		Poll	66643	40312489	1786236	4.43	1786236	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
		Total	**66643**	**40312489**	**26268102**	**65.16**	**26268048**	**54**	**100.00**	**0.00**

CEAT LIMITED
463, Dr. A. B. Road
WORLI, MUMBAI-30

CEAT LIMITED

To consider and, if thought fit, to pass the following resolution as a Special Resolution

RESOLVED THAT pursuant to Sections 42, 71 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification or re-enactment thereof, for the time being in force (hereinafter referred to as the Act) and applicable provisions of any other Laws, Rules, Regulations, Guidelines, Circulars, if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India including SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to the provisions of the Memorandum and Articles of Association of the Company and such sanctions, approvals or permissions as may be required from regulatory authorities from time to time, the approval of the Members be and is hereby accorded to the Board of Directors of the Company which expression shall also include a Finance and Banking Committee thereof (the Board) for making offer(s) or invitation to subscribe secured/unsecured, non-convertible debentures/bonds or such other debt securities (debt securities) through private placement basis in one or more series/tranches, not exceeding Rs. 500 Crores (Rupees Five Hundred crores only) within the overall borrowing limits of the Company as may be approved by the Members from time to time and at such price or on such terms and conditions as the Board may from time to time determine and consider proper and beneficial to the Company including listing of such debt securities with Stock Exchange(s), size and time of issue, issue price, tenure, interest rate, premium/discount, consideration, utilization of the issue proceeds, and all matters connected with or incidental thereto.

Whether promoter/ promoter group are interested in the agenda/resolution? - No

Resolution No 7

	Promoter/Public	Mode of Voting	Total No of A/Cs	Total 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
		E-Voting	16	20533743	18751395	91.32	18751395	0	100.00	0.00
		Poll	16	20533743	1782348	8.68	1782348	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
1	Promoter and Promoter Group	Total	16	20533743	20533743	100.00	20533743	0	100.00	0.00
		E-Voting	234	12437013	5728233	46.06	5728233	0	100.00	0.00
		Poll	0	0	0	0.00	0	0	0.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
2	Public - Institutional holders	Total	234	12437013	5728233	46.06	5728233	0	100.00	0.00
		E-Voting	66393	7341733	2181	0.03	1644	537	75.38	24.62
		Poll	66393	7341733	3888	0.05	3888	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
3	Public-Others	Total	66393	7341733	6069	0.08	5532	537	91.15	8.85
		E-Voting	66643	40312489	24481809	60.73	24481272	537	100.00	0.00
		Poll	66643	40312489	1786236	4.43	1786236	0	100.00	0.00
		Postal Ballot (if applicable)	0	0	0	0.00	0	0	0.00	0.00
	Total	**Total**	**66643**	**40312489**	**26268045**	**65.16**	**26267508**	**537**	**100.00**	**0.00**

10.8.2016

CEAT LIMITED
463, Dr. A. B. Road
WORLI, MUMBAI-30

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
CEAT LIMITED
463, Dr. Annie Besant Road,
Worli,
Mumbai-400030

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the Annual General Meeting of CEAT Limited held on Tuesday, August 09, 2016 at 3.00 p.m.

I, Mitesh Dhabliwala, of M/s. Parikh& Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of CEAT Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014,as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the 57th Annual General Meeting of CEAT Limited held on Tuesday, August 09, 2016 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on August 09, 2016.

The Notice dated July 02, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility. The shareholders of the company holding shares as on the "cut-off" date of August 02, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Saturday, August 06, 2016 at 09:00 a.m. (IST) and ended on Monday, August 08, 2016 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.



After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and voting through ballot paper at the AGM.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the AGM in respect of the said Resolutions.

Resolution 1: Ordinary Resolution

Adoption of:

a. **the Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and**

b. **the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
177	2,62,68,102	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 2: Ordinary Resolution

Confirmation of the Interim Dividend paid by the Company, as final dividend for the financial year ended March 31, 2016.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
177	2,62,68,102	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

PARIKH & ASSOCIATES MUMBAI COMPANY SECRETARIES

Resolution 3: Ordinary Resolution

Re-appointment of Mr. Arnab Banerjee (DIN: 06559516) as a Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
162	2,57,44,413	98.01

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	5,23,632	1.99

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 4: Ordinary Resolution

Ratification of the appointment of Statutory Auditors of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
177	2,62,68,102	100.00

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
NIL	NIL	N.A

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 5: Ordinary Resolution

Appointment of Mr. Paras K. Chowdhary (DIN: 00076807) as an Independent Director of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
153	2,55,38,301	97.22

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	7,29,744	2.78

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Resolution 6: Ordinary Resolution

Ratification of remuneration payable to Messrs N. I. Mehta & Co., Cost Auditors of the Company.

(i) Voted in **favour** of the resolution:

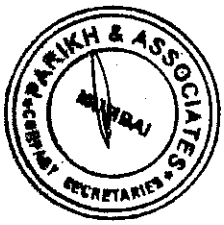
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
175	2,62,68,048	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	54	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL



Resolution 7: Special Resolution

Approval for making offer(s) or invitation(s) to subscribe secured/unsecured, non-convertible debentures/bondsor such other debt securities ("debt securities") through private placement basis in one or more series/tranches, not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only).

(i) Voted in **favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
173	2,62,67,508	100.00 (Rounded Off)

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	537	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Thanking you,

Yours faithfully,

Mitesh Dhabliwala
Parikh & Associates
Practising Company Secretaries
FCS: 8331 CPNo.: 9511
111,11th Floor, Sai Dwar CHS Ltd
Sab TV Lane, Opp.Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053

Countersigned by
(H.V. Goenka)
Chairman

Place: Mumbai
Dated: August 09, 2016