Declaration of postal ballot and e-voting results

Pursuant to Section 110 of the Companies Act, 2013 (the 'Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014 and any other applicable provisions, if any of the Act, as amended, Clause 35B of the Listing Agreement with respect to the Special Resolution passed under Section 68 of the Act read with the Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998, as amended.

The Company had on May 25, 2015 circulated to all the members, a notice dated April 23, 2015 seeking their consent to the Special Resolution for Buy-back of equity shares of the Company through Tender Offer route, by means of postal ballot and e-voting by electronic means. The said voting was kept open from 10:00 a.m. on May 25, 2015 to 05:00 p.m. on June 23, 2015.

The Board of Directors had appointed Mr. Gopalakrishnaraj H.H., Company Secretary in Practice as Scrutinizer ('Scrutinizer') for conducting the Postal Ballot and e-voting in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of the postal ballot forms and e-voting received up to 5.00 p.m. on June 23, 2015 and submitted his report to the Chairman on June 24, 2015.

The result as per the report of the Scrutinizer is as follows:

I. Voted in favour of the resolution:

Particulars	No. of members who voted in favour of the resolution	No. of votes cast by them	% of total number of valid votes cast
a) Voted by physical ballot	204	68,598	1.87%
b) Voted by electronic mode	70	36,05,896	98.04%
Total	274	36,74,494	99.91%

II. Voted against the resolution:

Particulars	No. of members who voted against the resolution	No. of votes cast by them	% of total number of valid votes cast
a) Voted by physical ballot	27	2,692	0.07%
b) Voted by electronic mode	6	622	0.02%
Total	33	3,314	0.09%

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III. Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	17,347

None of the Promoters, Promoter's Group and the Persons Acting in Concert had participated in the Postal Ballot / e-voting.

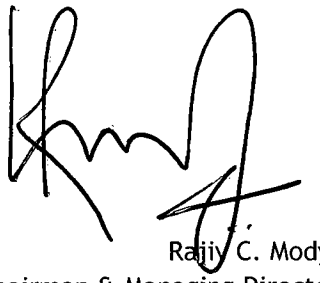
On the basis of the above results, it is hereby announced that the following Special Resolution has been duly passed by the members with requisite majority:

RESOLVED THAT pursuant to Section 68 and other applicable provisions of the Companies Act, 2013 (the 'Act') and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the **'Buy-back Regulations'**), the Articles of Association of the Company and such other permissions and exemptions as may be required from applicable regulatory and statutory authorities, the consent of the equity shareholders of the Company be and is hereby accorded for the buy-back up to 41,57,000 (Forty one lakhs fifty seven thousand) equity shares of the face value of Rs.10/- each (representing 19.48% of the total paid-up equity share capital of the Company) at a price of Rs.260/- (Rupees two hundred and sixty only) per Equity Share payable in cash for a total consideration not exceeding Rs.10,809.38 lakhs (Rupees Ten thousand eight hundred nine lakhs and thirty eight thousand), which is 25% of the total paid-up equity capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2015, through the "Tender Offer" route as prescribed under the Buy-back Regulations (the process being referred hereinafter as **'Buy-back'**), on a proportionate basis, from the equity shareholders / beneficial owners of the equity shares of the Company of face value of Rs.10/- each (the **'Equity Shares'**) as on the record date, including promoters, members of promoter group, and persons acting in concert (it being understood that the "promoter", "promoter group", and "persons acting in concert" will be such persons as have been disclosed under the filings made by the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended).

FURTHER RESOLVED THAT the buy-back shall have a reservation for small shareholders in terms of the Buy-back Regulations.

FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred as also to execute such documents, writings, etc., to any Committee of the Board or any other Director(s) or Executive(s) / Officer(s) of the Company as may be necessary to give effect to the aforesaid resolution, including but not limited to appointment of Merchant Bankers, Brokers, Bankers, Solicitors, Registrars, Depository Participants and other intermediaries / agencies for the

implementation of the buy-back, to make applications seeking approval of appropriate authorities and to initiate all necessary action for opening of accounts, preparation and issuance of various documents, including Public Announcement, Declaration of Solvency, and Certificate of Extinguishment of shares / share certificates required to be filed in connection with the buy-back and such other undertakings, agreements, papers, documents and correspondence as may be necessary in this regard, to the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, Depositories and / or other authorities.



Bengaluru
June 25, 2015

Rajiv C. Mody
Chairman & Managing Director
DIN: 00092037