



## **DCM SHRIRAM**

BSE Limited Phiroze JeeJeeBhoj Towers, Dalal Street, <b><u>Mumbai - 400 001</u></b>	The Manager, Listing Department National Stock Exchange of India Ltd., "Exchange Plaza", 5 <sup>th</sup> Floor, Plot No. C-1, G Block, Bandra-Kurla Complex, Bandra (E) <b><u>Mumbai – 400 051</u></b>
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Dear Sir(s),

**Sub: Disclosure of Voting Results of the 26<sup>th</sup> Annual General Meeting of the Company held on August 18, 2015 pursuant to Clause 35A of the Listing Agreement**

Pursuant to Clause 35A of the Listing Agreement we send herewith the voting results along with the copy of consolidated Scrutinizers Report of the voting at the 26<sup>th</sup> Annual General Meeting (AGM) of DCM Shriram Limited, held on Tuesday, the 18<sup>th</sup> August, 2015 at 10 A.M. at Air Force Auditorium, Subroto Park, New Delhi for information and record please.

It is informed that all resolutions placed at the AGM have been passed by the Members with the requisite majority.

This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

Thanking you,

Yours faithfully

(Sameet Gambhir)  
Company Secretary

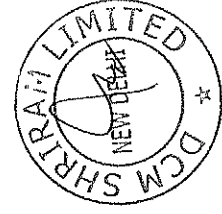


Dated: 19.8.2015

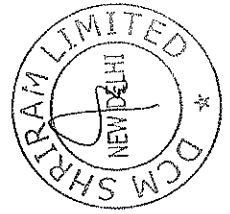
Encl.: As above

### **DCM SHRIRAM LTD.**

Corporate Office: 1st Floor, Kanchenjunga Building, 18 Barakhamba Road, New Delhi - 110001, India  
Tel: +91 11 23316801 Fax: +91 11 23318072 e-mail: response@dcmsriram.com website: www.dcmsriram.com  
Registered Office: 5th Floor, Kanchenjunga Bldg., 18 Barakhamba Road, New Delhi - 110001, India  
CIN No. L74899DL1889PLC034823 • (Formerly DCM Shriram Consolidated Ltd.)



Date of AGM	18th August, 2015									
Total Number of Shareholders as on record Date (11th August, 2015)	41,759									
(a) No. of Shareholders present in the meeting either personally or through Proxy* (*Based on Shareholders Attendance Register provided by RTA).										
- Promoter and Promoter Group	18									
- Public	851									
(b) No. of Shareholders attended the meeting through video conferencing	0									
(c) No of Shareholders voted through e-voting facility	58									
Resolution 1: To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the reports of the Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended 31st March, 2015										
Ordinary Resolution										
Category	No. of shares Held	Mode of Voting	No of Valid 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		
Promoters and Promoter Group	103,743,794	e-voting Poll Sub-total	- 103,684,584 103,684,584	0.0000 99.9429 99.9429	- 103,684,584 103,684,584	0 0 0	0.0000 100.0000 100.0000	0.0000 0.0000 0.0000		
Public-Institutional	42,780,673	e-voting Poll Sub-total	16,899,629 0 16,899,629	39.5030 0.0000 39.5030	16,899,629 0 16,899,629	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000		
Public-Others	15,891,670	e-voting Poll Sub-total	82,567 16,768 99,335	0.5196 0.1055 0.6251	80,547 16,768 97,315	2020 0 2020	97.5535 100.0000 97.9665	2.4465 0.0000 2.0335		
<b>Total</b>	<b>162,416,137</b>		<b>120,683,548</b>	<b>74.3051</b>	<b>120,681,528</b>	<b>2020</b>	<b>99.9983</b>	<b>0.0017</b>		



**Resolution 2: To appoint a Director in the place of Shri Ajit S. Shriram (DIN No. 00027918), who retires by rotation and being eligible offers himself for re-appointment.**  
Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	103,743,794	e-voting Poll	103,684,584	99.9429	103,684,584	0	0.0000	0.0000
		Sub-total	103,684,584	99.9429	103,684,584	0	0.0000	0.0000
Public-Institutional	42,780,673	e-voting Poll	16,899,629	39.5030	16,899,629	0	100.0000	0.0000
		Sub-total	16,899,629	39.5030	16,899,629	0	100.0000	0.0000
Public-Others	15,891,670	e-voting Poll	82,567	0.5196	80,547	2020	97.5535	2.4465
		Sub-total	16,768	0.1055	16,768	0	100.0000	0.0000
<b>Total</b>	<b>162,416,137</b>		<b>120,683,548</b>	<b>74.3051</b>	<b>120,681,528</b>	<b>2020</b>	<b>99.9983</b>	<b>0.0017</b>

**Resolution 3: To declare final dividend and to note the payment of interim dividend on Equity Shares for the financial year 2014-15.**  
Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	103,743,794	e-voting Poll	103,684,584	99.9429	103,684,584	0	0.0000	0.0000
		Sub-total	103,684,584	99.9429	103,684,584	0	100.0000	0.0000
Public-Institutional	42,780,673	e-voting Poll	16,899,629	39.5030	16,899,629	0	100.0000	0.0000
		Sub-total	16,899,629	39.5030	16,899,629	0	100.0000	0.0000
Public-Others	15,891,670	e-voting Poll	81,400	0.5122	79,295	2105	97.4140	2.5860
		Sub-total	16,768	0.1055	16,768	0	100.0000	0.0000
<b>Total</b>	<b>162,416,137</b>		<b>120,682,381</b>	<b>74.3044</b>	<b>120,680,276</b>	<b>2105</b>	<b>97.8557</b>	<b>2.1443</b>
						<b>2105</b>	<b>99.9983</b>	<b>0.0017</b>



**Resolution 4: Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No.015125N), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors or a Committee thereof or its other delegate.**

**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid 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)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	103,743,794	e-voting Poll Sub-total	- 103,684,584 103,684,584	0.0000 99.9429 99.9429	- 103,684,584 103,684,584	0 0 0	0.0000 100.0000 100.0000	0.0000 0.0000 0.0000
Public-Institutional	42,780,673	e-voting Poll Sub-total	16,899,629 0 16,899,629	39.5030 0.0000 39.5030	16,899,629 0 16,899,629	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
Public-Others	15,891,670	e-voting Poll Sub-total	82,367 16,768 99,135	0.5183 0.1055 0.6238	80,347 16,768 97,115	2020 0 2020	97.5476 100.0000 97.9624	2.4524 0.0000 2.0376
<b>Total</b>	<b>162,416,137</b>		<b>120,683,348</b>	<b>74.3050</b>	<b>120,681,328</b>	<b>2020</b>	<b>99.9983</b>	<b>0.0017</b>

**Resolution 5: Appointment of Smt. Ramni Nirula (DIN: 00015330) as an Director, in the category of Independent Director of the Company.**

**Ordinary Resolution**

Category	No. of shares Held	Mode of Voting	No of Valid 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)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	103,743,794	e-voting Poll Sub-total	- 103,684,584 103,684,584	0.0000 99.9429 99.9429	- 103,684,584 103,684,584	0 0 0	0.0000 100.0000 100.0000	0.0000 0.0000 0.0000
Public-Institutional	42,780,673	e-voting Poll Sub-total	16,899,629 0 16,899,629	39.5030 0.0000 39.5030	16,899,629 0 16,899,629	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
Public-Others	15,891,670	e-voting Poll Sub-total	82,482 16,768 99,250	0.5190 0.1055 0.6245	80,462 16,768 97,230	2020 0 2020	97.5510 100.0000 97.9647	2.4490 0.0000 2.0353
<b>Total</b>	<b>162,416,137</b>		<b>120,683,463</b>	<b>74.3051</b>	<b>120,681,443</b>	<b>2020</b>	<b>99.9983</b>	<b>0.0017</b>



Resolution 6: Ratification of remuneration to M/s. J.P. Sarda & Associates, Cost Accountants, Kota as Cost Auditors for the financial year 2015-16. Ordinary Resolution									
Category	No. of shares Held	Mode of Voting	No of Valid 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	
Promoters and Promoter Group	103,743,794	e-voting Poll Sub-total	- 103,684,584 103,684,584	0.0000 99.9429 99.9429	- 103,684,584 103,684,584	0 0 0	0.0000 100.0000 100.0000	0.0000 0.0000 0.0000	
Public-Institutional	42,780,673	e-voting Poll Sub-total	16,899,629 0 16,899,629	39.5030 0.0000 39.5030	16,899,629 0 16,899,629	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000	
Public-Others	15,891,670	e-voting Poll Sub-total	82,367 16,768 99,135	0.5183 0.1055 0.6238	80,347 16,768 97,115	2020 0 2020	97.5476 100.0000 99.9624	2.4524 0.0000 2.0376	
<b>Total</b>	<b>162,416,137</b>		<b>120,683,348</b>	<b>74.3050</b>	<b>120,681,328</b>	<b>2020</b>	<b>99.9983</b>	<b>0.0017</b>	

Resolution 7: Re-appointment of Shri Ajit S. Shirram (DIN : 00027918), Joint Managing Director. Special Resolution									
Category	No. of shares Held	Mode of Voting	No of Valid 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	
Promoters and Promoter Group	103,743,794	e-voting Poll Sub-total	- 103,684,584 103,684,584	0.0000 99.9429 99.9429	- 103,684,584 103,684,584	0 0 0	0.0000 100.0000 100.0000	0.0000 0.0000 0.0000	
Public-Institutional	42,780,673	e-voting Poll Sub-total	16,899,629 0 16,899,629	39.5030 0.0000 39.5030	15,667,255 0 15,667,255	1,232,374 0 1,232,374	92.7077 0.0000 92.7077	7.2923 0.0000 7.2923	
Public-Others	15,891,670	e-voting Poll Sub-total	82,282 16,768 99,050	0.5178 0.1055 0.6233	80,262 16,768 97,030	2,020 0 2,020	97.5450 100.0000 97.9606	2.4550 0.0000 2.0394	
<b>Total</b>	<b>162,416,137</b>		<b>120,683,263</b>	<b>74.3050</b>	<b>119,448,869</b>	<b>1234394</b>	<b>98.9772</b>	<b>1.0228</b>	



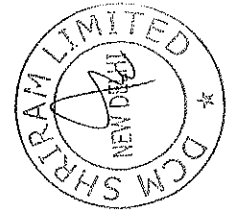
**Resolution 8: Approval to invite and accept unsecured fixed deposits from time to time.**  
Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	103,743,794	e-voting Poll	103,684,584	99.9429	103,684,584	0	100.0000	0.0000
		Sub-total	103,684,584	99.9429	103,684,584	0	100.0000	0.0000
Public-Institutional	42,780,673	e-voting Poll	16,899,629	39.5030	15,667,255	1,232,374	92.7077	7.2923
		Sub-total	16,899,629	39.5030	15,667,255	1,232,374	92.7077	7.2923
Public-Others	15,891,670	e-voting Poll	81,982	0.5159	79,962	2,020	97.5360	2.4640
		Sub-total	16,768	0.1055	16,768	0	100.0000	0.0000
<b>Total</b>	<b>162,416,137</b>		<b>120,682,963</b>	<b>74.3048</b>	<b>119,448,569</b>	<b>2020</b>	<b>97.9544</b>	<b>2.0456</b>
						<b>1234394</b>	<b>98.9772</b>	<b>1.0228</b>

**Resolution 9: Revision in the maximum limit of remuneration of Shri Aditya A. Shriram.**  
Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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
Promoters and Promoter Group	103,743,794	e-voting Poll	101,861,724	98.1858	101,861,724	0	100.0000	0.0000
		Sub-total	101,861,724	98.1858	101,861,724	0	100.0000	0.0000
Public-Institutional	42,780,673	e-voting Poll	16,899,629	39.5030	16,899,629	0	100.0000	0.0000
		Sub-total	16,899,629	39.5030	16,899,629	0	100.0000	0.0000
Public-Others	15,891,670	e-voting Poll	81,432	0.5124	78,767	2665	96.7273	3.2727
		Sub-total	16,768	0.1055	16,768	0	100.0000	0.0000
<b>Total</b>	<b>162,416,137</b>		<b>118,859,553</b>	<b>73.1821</b>	<b>118,856,888</b>	<b>2665</b>	<b>99.9978</b>	<b>0.0022</b>

Votes of related parties in terms of section 188 read with the MCA General Circular No. 30/2014, are not considered.



**Resolution 10: Revision in the maximum limit of remuneration of Shri Anand A. Shriram.**  
Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	103,743,794	e-voting Poll Sub-total	- 101,861,724 101,861,724	0.0000 98.1858 98.1858	- 101,861,724 101,861,724	0 0 0	0.0000 100.0000 100.0000	0.0000 0.0000 0.0000
Public-Institutional	42,780,673	e-voting Poll Sub-total	16,899,629 0 16,899,629	39.5030 0.0000 39.5030	16,899,629 0 16,899,629	0 0 0	0.0000 0.0000 0.0000	0.0000 0.0000 0.0000
Public-Others	15,891,670	e-voting Poll Sub-total	81,982 16,768 98,750	0.5159 0.1055 0.6214	79,317 16,768 96,085	2665 0 2665	96.7493 100.0000 97.3013	3.2507 0.0000 2.6987
<b>Total</b>	<b>162,416,137</b>		<b>118,860,103</b>	<b>73.1824</b>	<b>118,857,438</b>	<b>2665</b>	<b>99.9978</b>	<b>0.0022</b>

Votes of related parties in terms of section 188 read with the MCA General Circular No. 30/2014, are not considered.

**Resolution 11: Approval for keeping of Statutory Registrars and other documents at a place other than Registered Office of the Company.**  
Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid 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)	$(6)=(4)/(2)*100$	$(7)=(5)/(2)*100$
Promoters and Promoter Group	103,743,794	e-voting Poll Sub-total	- 103,684,584 103,684,584	0.0000 99.9429 99.9429	- 103,684,584 103,684,584	0 0 0	0.0000 100.0000 100.0000	0.0000 0.0000 0.0000
Public-Institutional	42,780,673	e-voting Poll Sub-total	16,899,629 0 16,899,629	39.5030 0.0000 39.5030	16,899,629 0 16,899,629	0 0 0	0.0000 0.0000 0.0000	0.0000 0.0000 0.0000
Public-Others	15,891,670	e-voting Poll Sub-total	82,482 16,768 99,250	0.5190 0.1055 0.6245	80,462 16,768 97,230	2020 0 2020	97.5510 100.0000 97.9647	2.4490 0.0000 2.0353
<b>Total</b>	<b>162,416,137</b>		<b>120,683,463</b>	<b>74.3051</b>	<b>120,681,443</b>	<b>2020</b>	<b>99.9983</b>	<b>0.0017</b>

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1<sup>ST</sup> Floor, Defence Colony, New Delhi – 110 024  
Tel.: (011) 4679 0000, Fax: (011) 4679 0012  
e-mail: contact@cssanjaygrover.in  
Website: www.cssanjaygrover.in

### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To  
The Chairman  
DCM Shriram Limited  
(Formerly- DCM Shriram Consolidated Limited)  
CIN: L74899DL1989PLC034923

Dear Sir,

I, Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as a scrutinizer for the purpose of scrutinizing AGM voting process, i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the resolution(s) mentioned in Notice dated 01<sup>st</sup> May, 2015 for 26<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Tuesday, 18<sup>th</sup> August, 2015 at 10.00 A.M. at Air Force Auditorium, Subroto Park, New Delhi -110021.

I submit my report as under:-

1. The remote e-voting period remained open from Saturday 15<sup>th</sup> August, 2015 at 9.00 A.M. to Monday 17<sup>th</sup> August, 2015 at 5.00 P.M on the designated website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) via NSDL e-Voting Platform.
2. The Shareholders of the Company as on the "cut off" date i.e. 11<sup>th</sup> August, 2015 were entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting on the proposed resolutions (Item nos. 1 to 11) as set out in the Notice dated 01<sup>st</sup> May, 2015.
3. The total paid up Equity Share Capital of the Company as on 11<sup>th</sup> August, 2015 was Rs.324,832,274 (Rupees Thirty Two Crores Forty-eight Lac Thirty-two Thousand Two Hundred Seventy Four only) divided into 162,416,137/- (Sixteen Crore Twenty-four Lac Sixteen Thousand One Hundred Thirty Seven) equity shares of Rs 2 /- each (Rupees Two).





4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014.
5. A ballot box was kept for polling and the ballot box was locked in my presence.
6. After completion of Poll at the AGM at 10.55 A.M. on 18<sup>th</sup> August, 2015, the Ballot box was opened in my presence and ballots were diligently scrutinized. Therefore, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Mr. Ankit Dogra R/O C-136, Sindhora Kalan, Near Ashok Vihar, New Delhi-110052 and Mr. Ashish Grover R/O 507, Main Road, Noorwala, Panipat, Haryana-132103, who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Ankit Dogra

  
Ashish Grover

9. The consolidated summary of results of remote e-voting and poll at AGM are as under:

a) **Resolution No. 1-** To consider and adopt :

- (a) the audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015, the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	103,701,352	16,980,176	120,681,528	99.9983
Dissent	0	2,020	2,020	0.0017
Total	103,701,352	16,982,196	120,683,548	100

Therefore, the resolution No. 1 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in Annexure A.



- b) **Resolution No. 2-** To appoint a Director in the place of Shri Ajit S. Shriram (DIN No. 00027918), who retires by rotation and being eligible offers himself for re-appointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	103,701,352	16,980,176	120,681,528	99.9983
Dissent	0	2,020	2,020	0.0017
Total	103,701,352	16,982,196	120,683,548	100

Therefore, the resolution No. 2 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure B**.

- c) **Resolution No. 3-** To declare final dividend and to note the payment of interim dividend on Equity Shares for the financial year 2014-15.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	103,701,352	16,978,924	120,680,276	99.9983
Dissent	0	2,105	2,105	0.0017
Total	103,701,352	16,981,029	120,682,381	100

Therefore, the resolution No. 3 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure C**.

- d) **Resolution No. 4-** Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No.015125N), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors or a Committee thereof or its other delegate.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	103,701,352	16,979,976	120,681,328	99.9983
Dissent	0	2,020	2,020	0.0017
Total	103,701,352	16,981,996	120,683,348	100

Therefore, the resolution No. 4 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure D**.



- e) **Resolution No. 5-** Appointment of Smt. Ramni Nirula (DIN: 00015330) as an Director , in the category of Independent Director of the Company.

<b>Ordinary Resolution</b>				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	103,701,352	16,980,091	120,681,443	99.9983
Dissent	0	2,020	2,020	0.0017
Total	103,701,352	16,982,111	120,683,463	100

Therefore, the resolution No. 5, as set out in the notice has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure E**.

- f) **Resolution No. 6-** Ratification of remuneration of Cost Auditors for the financial year 2015-16:

<b>Ordinary Resolution</b>				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	103,701,352	16,979,976	120,681,328	99.9983
Dissent	0	2,020	2,020	0.0017
Total	103,701,352	16,981,996	120,683,348	100

Therefore, the resolution No. 6, as set out in the notice has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure F**.

- g) **Resolution No. 7-** Re-appointment of Shri Ajit S. Shriram (DIN : 00027918), Joint Managing Director:

<b>Special Resolution</b>				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	103,701,352	15,747,517	119,448,869	98.9772
Dissent	0	1,234,394	1,234,394	1.0228
Total	103701352	16,981,911	120,683,263	100

Therefore, the resolution No. 7, as set out in the notice has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure G**.



- h) **Resolution No. 8-** Approval to invite and accept unsecured fixed deposits from time to time.

<b>Special Resolution</b>				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	103,701,352	15,747,217	119,448,569	98.9772
Dissent	0	1,234,394	1,234,394	1.0228
Total	103,701,352	16,981,611	120,682,963	100

Therefore, the resolution No. 8, as set out in the notice has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure H**.

- i) **Resolution No. 9-** Revision in the maximum limit of remuneration of Shri Aditya A. Shriram.

<b>Special Resolution</b>				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	101,878,492	16,978,396	118,856,888	99.9978
Dissent	0	2,665	2,665	0.0022
Total	101,878,492	16,981,061	118,859,553	100

Votes of related parties in terms of section 188 read with the MCA General Circular No. 30/2014, are not considered.

Therefore, the resolution No. 9, as set out in the notice has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure I**.

- j) **Resolution No. 10-** Revision in the maximum limit of remuneration of Shri Anand A. Shriram.

<b>Special Resolution</b>				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	101,878,492	16,978,946	118,857,438	99.9978
Dissent	0	2,665	2,665	0.0022
Total	101,878,492	16,981,611	118,860,103	100

Votes of related parties in terms of section 188 read with the MCA General Circular No. 30/2014, are not considered.

Therefore, the resolution No. 10, as set out in the notice has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure J**.



- k) **Resolution No. 11-** Approval for keeping of Statutory Registrars and other documents at a place other than Registered Office of the Company.

<b>Special Resolution</b>				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	103,701,352	16,980,091	120,681,443	99.9983
Dissent	0	2,020	2,020	0.0017
Total	103,701,352	16,982,111	120,683,463	100

Therefore, the resolution No. 11, as set out in the notice has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure K**.

10. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the Company Secretary of the Company for safe keeping.

Thank you,

Yours faithfully,



**New Delhi**  
**August 19, 2015**

**For SANJAY GROVER & ASSOCIATES**  
**COMPANY SECRETARIES**

A handwritten signature in black ink, appearing to read "Sanjay Grover".

**Sanjay Grover**  
**Scrutinizer**  
**CP No 3850**

**Annexure - A**

Details of remote e-voting & poll at AGM for Resolution No.-1 are as under:

**A1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	94	103,701,707	207,403,414	63.8494
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	90	103,701,352	207,402,704	63.8492
d) Votes with assent for the Resolution	90	103,701,352	207,402,704	63.8492
e) Votes with dissent for the Resolution	0	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	58	16,982,196	33,964,392	10.4560
(b) Votes with Assent	54	16,980,176	33,960,352	10.4547
(c) Votes with dissent	4	2,020	4,040	0.0013



Details of remote e-voting & poll at AGM for Resolution No.-2 are as under:

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	94	103,701,707	207,403,414	63.8494
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	90	103,701,352	207,402,704	63.8492
d) Votes with assent for the Resolution	90	103,701,352	207,402,704	63.8492
e) Votes with dissent for the Resolution	0	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	58	16,982,196	33,964,392	10.4560
(b) Votes with Assent	54	16,980,176	33,960,352	10.4547
(c) Votes with dissent	4	2,020	4,040	0.0013



Details of remote e-voting & poll at AGM for Resolution No.-3 are as under:

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	94	103,701,707	207,403,414	63.8494
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	90	103,701,352	207,402,704	63.8492
d) Votes with assent for the Resolution	90	103,701,352	207,402,704	63.8492
e) Votes with dissent for the Resolution	0	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	56	16,981,029	33,962,058	10.4553
(b) Votes with Assent	51	16,978,924	33,957,848	10.4540
(c) Votes with dissent	6	2,105	4,210	0.0013





Details of remote e-voting & poll at AGM for Resolution No.-4 are as under:

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	94	103,701,707	207,403,414	63.8494
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	90	103,701,352	207,402,704	63.8492
d) Votes with assent for the Resolution	90	103,701,352	207,402,704	63.8492
e) Votes with dissent for the Resolution	0	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	57	16,981,996	33,963,992	10.4559
(b) Votes with Assent	53	16,979,976	33,959,952	10.4546
(c) Votes with dissent	4	2,020	4,040	0.0013



Details of remote e-voting & poll at AGM for Resolution No.-5 are as under:

**E1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	94	103,701,707	207,403,414	63.8494
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	90	103,701,352	207,402,704	63.8492
d) Votes with assent for the Resolution	90	103,701,352	207,402,704	63.8492
e) Votes with dissent for the Resolution	0	0	0	0

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	57	16982111	33964222	10.4559
(b) Votes with Assent	53	16980091	33960182	10.4547
(c) Votes with dissent	4	2020	4040	0.0013



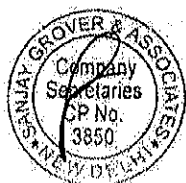
Details of remote e-voting & poll at AGM for Resolution No.-6 are as under:

**F1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	94	103,701,707	207,403,414	63.8494
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	90	103,701,352	207,402,704	63.8492
d) Votes with assent for the Resolution	90	103,701,352	207,402,704	63.8492
e) Votes with dissent for the Resolution	0	0	0	0

**F2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	57	16981996	33963992	10.4559
(b) Votes with Assent	53	16979976	33959952	10.4546
(c) Votes with dissent	4	2020	4040	0.0013



Details of remote e-voting & poll at AGM for Resolution No.-7 are as under:

**G1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	94	103,701,707	207,403,414	63.8494
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	90	103,701,352	207,402,704	63.8492
d) Votes with assent for the Resolution	90	103,701,352	207,402,704	63.8492
e) Votes with dissent for the Resolution	0	0	0	0

**G2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	56	16,981,911	33,963,822	10.4558
(b) Votes with Assent	30	15,747,517	31,495,034	9.6958
(c) Votes with dissent	26	1,234,394	2,468,788	0.7600



Details of remote e-voting & poll at AGM for Resolution No.-8 are as under:

**H1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	94	103,701,707	207,403,414	63.8494
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	90	103,701,352	207,402,704	63.8492
d) Votes with assent for the Resolution	90	103,701,352	207,402,704	63.8492
e) Votes with dissent for the Resolution	0	0	0	0

**H2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	56	16,981,611	33,963,222	10.4556
(b) Votes with Assent	30	15,747,217	31,494,434	9.6956
(c) Votes with dissent	26	1,234,394	2,468,788	0.7600



Details of remote e-voting & poll at AGM for Resolution No.-9 are as under:

**11. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	89	101,878,847	203,757,694	62.7270
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	85	101,878,492	203,756,984	62.7268
d) Votes with assent for the Resolution	85	101,878,492	203,756,984	62.7268
e) Votes with dissent for the Resolution	0	0	0	0.0000

**12. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	56	16,981,061	33,962,122	10.4553
(b) Votes with Assent	50	16,978,396	33,956,792	10.4536
(c) Votes with dissent	6	2,665	5,330	0.0017



**Annexure - J**

Details of remote e-voting & poll at AGM for Resolution No.-10 are as under:

**J1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	89	101,878,847	203,757,694	62.7270
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	85	101,878,492	203,756,984	62.7268
d) Votes with assent for the Resolution	85	101,878,492	203,756,984	62.7268
e) Votes with dissent for the Resolution	0	0	0	0.0000

**J2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	56	16,981,611	33,963,222	10.4556
(b) Votes with Assent	50	16,978,946	33,957,892	10.4540
(c) Votes with dissent	6	2,665	5,330	0.0016



**Annexure - K**

Details of remote e-voting & poll at AGM for Resolution No.-11 are as under:

**k1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	94	103,701,707	207,403,414	63.8494
b) Less: Invalid Votes	4	355	710	0.0002
c) Net Valid votes cast	90	103,701,352	207,402,704	63.8492
d) Votes with assent for the Resolution	90	103,701,352	207,402,704	63.8492
e) Votes with dissent for the Resolution	0	0	0	0

**k2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	57	16,982,111	33,964,222	10.4559
(b) Votes with Assent	53	16,980,091	33,960,182	10.4547
(c) Votes with dissent	4	2,020	4,040	0.0012

