

Minutes of the Eighty Third Annual General Meeting of the Members of Cipla Limited held on Friday, 16th August, 2019 at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, New Marine Lines, Mumbai 400 020 from 1500 Hrs till 1745 Hrs.

Directors Present:

Dr. Y. K. Hamied	- Chairman & Member
Mr. M. K. Hamied	- Vice-Chairman & Member (Chairman of Corporate Social Responsibility Committee)
Ms. Samina Vaziralli	- Executive Vice-Chairperson & Member (Chairperson of Investment and Risk Management Committee, and Operations and Administrative Committee)
Mr. Umang Vohra	- Managing Director and Global Chief Executive Officer & Member
Mr. S. Radhakrishnan	- Non-Executive Director & Member
Mr. Ashok Sinha	- Independent Director (Chairman of Audit Committee)
Dr. Peter Mugenyi	- Independent Director
Ms. Punita Lal	- Independent Director (Chairperson of the Nomination and Remuneration Committee)
Ms. Naina Lal Kidwai	- Independent Director (Chairperson of Stakeholders Relationship Committee)

In Attendance:

Mr. Kedar Upadhye	- Global Chief Financial Officer
Mr. Rajendra Chopra	- Company Secretary

Auditors:

Mr. Ashish Gupta	- Partner, Walker Chandio & Co. LLP, Chartered Accountants, Statutory Auditors
Mr. B. Narasimhan	- Scrutiniser and Representative, M/s. BNP & Associates, Secretarial Auditor
Mr. D.H. Zaveri	- Cost Auditor

Members Present:

In Person (including representatives): 274 members holding 28,08,93,246 equity shares representing 34.85 % of paid-up share capital of the Company.

Nil proxies were received.

Chairman:


In accordance with Article 77 of the Articles of Association, Dr. Y. K. Hamied, being the Chairman of the Board took the Chair and welcomed the members.

Quorum:

The requisite quorum being present, the Chairman called the meeting to order and initiated the proceedings.



**Certified True Copy
For Cipla Limited**


Company Secretary

Dr. Y. K. Hamied welcomed and greeted the members present at the 83rd Annual General Meeting ("AGM") of the Company including members present through webcast and introduced all the dignitaries present on the dais. He also introduced Mr. Ashish Gupta, Partner, Walker Chandiok & Co. LLP, Statutory Auditors, Mr. B. Narasimhan, Scrutiniser and representing M/s. BNP & Associates, Secretarial Auditor and Mr. D. H. Zaveri, Cost Auditor.

The Chairman informed the members that Mr. Adil Zainulbhai, Lead Independent Director, was unable to attend the AGM due to prior commitments.

Before making the statutory disclosure, Mr. Umang Vohra informed that Dr. Y. K. Hamied has been elected as Honorary Fellow of the Royal Society, U.K., and was honoured with the Lifetime Achievement award from the Indore Management Association and Economic Times. He thanked Dr. Hamied for his close to six decades association with Cipla. The Members applauded the recognitions.

The Chairman then requested Mr. Rajendra Chopra, Company Secretary to make the statutory announcements.

Mr. Rajendra Chopra *inter-alia* informed the members that:

- Live web-cast of proceedings of the AGM was made available for all shareholders as per details provided in the notice of the AGM.
- The proxies, the statement of proxies received, the Register of Directors and Key Managerial Personnel and their shareholding, the Register of contracts or arrangements in which Directors are interested, the Auditor's Report and the Secretarial Audit Report were open for inspection at the registration counter.
- The Certificate received from Walker Chandiok & Co LLP, Statutory Auditor of the Company, in respect of the Company's Employee Stock Option Scheme pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, was also open for inspection, at the registration counter.
- The Annual Report containing notice of the meeting, the Board's report, auditor's report, financial statements and other reports previously circulated to the members as per statutory timelines were taken as read.
- The Statutory Auditors' Report and the Secretarial Auditors' Report for the year ended 31st March 2019 did not contain any qualification, observation, disclaimer or adverse remark and the same were taken as read.
- The Company had extended remote e-voting facility to Members through the e-voting platform of Karvy Fintech Private Limited in respect of the businesses to be transacted at the AGM of the Company. The remote e-voting commenced at 9.00 a.m. (IST) on Tuesday, 13th August, 2019 and ended at 5.00 p.m. (IST) on Thursday, 15th August, 2019. Voting rights were reckoned on the shares held as on the cut-off date i.e. Friday, 9th August, 2019.
- As per the provisions of the Companies Act, 2013, voting by show of hands was not permitted at the general meeting, since shareholders were provided e-voting facility at the AGM.
- The e-voting facility at the AGM was provided through InstaPoll for members who had not



exercised their vote through remote e-voting facility. Mr. Rajendra then requested the volunteers to play a short video clip to help the members understand the e-voting process through InstaPoll.

Mr. Rajendra then requested Dr. Y.K. Hamied, Chairman, to conduct the proceeding of the meeting.

The Chairman thereafter addressed the members and briefed them on the Company's performance, Cipla's initiatives for the growth, key challenges in healthcare industry, focus areas for R&D etc. The Chairman's speech was circulated among the members present at the meeting.

The Chairman then proceeded with the following business(es):

Item no.1:

Receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditor thereon:

Mr. Gautam Tiwari proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Rajendraprasad D. Joshi:

"Resolved that the audited standalone financial statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditor thereon as circulated to the members with the notice of the Annual General Meeting and submitted to this meeting be and are hereby received, considered and adopted."

Item no.2:

Receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended 31st March, 2019 and the report of the Auditor thereon:

Mr. Bharat M. Shah proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Rajesh K. Chainani:

"Resolved that the audited consolidated financial statement of the Company for the financial year ended 31st March, 2019 and the report of Auditor thereon as circulated to the members with the notice of the Annual General Meeting and submitted to this meeting be and are hereby received, considered and adopted."

Item No.3:

Declaration of dividend

Mr. Anil Parekh proposed the following resolution as an Ordinary Resolution which was seconded by Mr. Gautam Tiwari:

"Resolved that on the recommendation of the Board of Directors, a final dividend of Rs. 3/- (Rupees Three only) per equity share of the Company, be and is hereby declared for the financial year ended 31st March 2019."



Item No.4:**Re-appointment of Mr. Umang Vohra as director liable to retire by rotation:**

Mr. Hiranand Kotwani proposed the following resolution as Ordinary Resolution which was seconded by Ms. Ashalata Maheshwari:

"Resolved that Mr. Umang Vohra (DIN: 02296740), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as director of the Company liable to retire by rotation."

Item No.5:**Re-appointment of Mr. Ashok Sinha as an Independent Director of the Company:**

Ms. Smita Shah proposed the following resolution as a Special Resolution which was seconded by Mr. Bharat M. Shah:

"Resolved that pursuant to the provisions of the applicable laws, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors and basis declaration of independence submitted, Mr. Ashok Sinha (DIN: 00070477), being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 3rd September, 2019 up to 2nd September 2024."

Item No.6:**Re-appointment of Dr. Peter Mugenyi as an Independent Director of the Company:**

Mr. Hiranand Kotwani proposed the following resolution as a Special Resolution which was seconded by Mr. Rajesh K. Chainani:

"Resolved that pursuant to the provisions of the applicable laws, upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors and basis declaration of independence submitted, Dr. Peter Mugenyi (DIN: 06799942), being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 3rd September, 2019 up to 2nd September, 2024."

Item No.7:**Re-appointment of Mr. Adil Zainulbhai as an Independent Director of the Company:**

Mr. Adil Irani proposed the following resolution as a Special Resolution which was seconded by Mr. Anil Parekh:

"Resolved that pursuant to the provisions of the applicable laws, upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors and basis declaration of independence submitted, Mr. Adil Zainulbhai (DIN: 06646490), being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 3rd September, 2019 upto 2nd September, 2024."



Item No.8:**Re-appointment of Ms. Punita Lal as an Independent Director of the Company:**

Ms. Smita Shah proposed the following resolution as a Special Resolution which was seconded by Ms. Ashalata Maheshwari:

"Resolved that pursuant to the provisions of the applicable laws, upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors and basis declaration of independence submitted, Ms. Punita Lal (DIN: 03412604), being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 13th November, 2019 upto 12th November, 2024."

Item No.9:**To authorise issuance of equity shares / other securities convertible into equity shares up to Rs. 3000 crore:**

Mr. Gautam Tiwari proposed the following resolution as a Special Resolution which was seconded by Mr. Bharat M. Shah:

"Resolved that pursuant to the provisions of sections 23, 41, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013, as amended (the Act) and the rules made thereunder, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations made thereunder, the Securities and Exchange Board of India Act, 1992, as amended and rules and regulations made thereunder, the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (GOI), the Reserve Bank of India (RBI) and the Securities and Exchange Board of India (SEBI) and/or any other competent authorities, whether in India or abroad, and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents, authority and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any committee thereof, constituted by the Board to exercise the powers conferred by this resolution), consent of the Company is hereby granted to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, such number of Equity Shares, global depository receipts (the GDRs), American depository receipts (the ADRs), foreign currency convertible bonds (the FCCBs), fully convertible debentures / partly convertible debentures, non-convertible debentures (the NCDs) along with warrants, with a right exercisable by the warrant holder to exchange the said warrants with Equity Shares and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise) and/or any security convertible into Equity Shares and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as Securities) or any combination of Securities, at a later date, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, of public and/ or private offerings and/or qualified institutions



placement or any combination thereof, through issue of prospectus and/or placement document or other permissible / requisite offer document to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the SEBI ICDR Regulations), or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilising agents, pension funds and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the Investors) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs. 3000 crore or equivalent thereof, in one or more foreign currency(ies), inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc., as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/ or other advisor(s) either in foreign currency(ies) or equivalent Indian Rupees inclusive of such premium, as the Board in its absolute discretion may deem fit and appropriate.

Resolved further that in the event that Equity Shares are issued to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the issue of Equity Shares and the Equity Shares shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

Resolved further that in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to qualified institutional buyers under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non -convertible debentures and such securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.

Resolved further that the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under Chapter VI the SEBI ICDR Regulations.

Resolved further that the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;



- (b) in the event the Company is making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other reorganisation or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

Resolved further that in pursuance of the aforesaid resolution the Equity Shares that may be issued by the Company (including issuance of the Equity Shares pursuant to conversion of any Securities, as the case may be in accordance with the terms of the offering) shall rank pari passu with the existing Equity Shares of the Company in all respects.

Resolved further that in the event the Securities are proposed to be issued as ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Depository Receipts Scheme, 2014, as amended and other applicable pricing provisions issued by the Ministry of Finance.

Resolved further that in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and other applicable pricing provisions issued by the Ministry of Finance.

Resolved further that without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approvals or permissions by such governmental body, authority or regulatory institution, the Board be and is hereby authorised to finalise the structure of the proposed Securities and all the terms and conditions in respect thereof and further, the Board, in its absolute discretion, be and is hereby authorised to dispose of such Securities that are not subscribed in such manner as it may deem fit.

Resolved further that the Board be and is hereby authorised to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum, draft prospectus, prospectus, draft offer document, abridged prospectus, offer letter, offer document, offer circular or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the Transaction Documents) (whether before or after execution of the Transaction Documents)



together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the Ancillary Documents) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith and the utilisation of the issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company."

Item No.10:

Ratification of remuneration of the Cost Auditor for the financial year 2019-20:

Mr. Gautam Tiwari proposed the following resolution as an Ordinary Resolution which was seconded by Ms. Homa Pouredahi:

"Resolved that pursuant to section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Mr. D. H. Zaveri, the Cost Auditor appointed by the Board of Directors of the Company to audit the cost records maintained by the Company for the financial year ending 31st March, 2020, be paid a remuneration of Rs. 11,00,000/- (Rupees Eleven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses.

Resolved further that the Board of Directors be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution."

The Chairman thereafter informed the members that members who had not cast their votes through remote e-voting facility could cast their votes through e-voting (Instapoll) at the venue. The members were also informed that the results of the voting on Resolutions would be announced on Saturday, 17th August, 2019 and would also be uploaded on the websites of the Company and Karvy Fintech Private Limited and would be submitted to the stock exchanges (National Stock Exchange of India Limited and BSE Limited).

The Chairman then invited the members to seek clarification on their queries and concerns from the Management, Statutory Auditor and Secretarial Auditor, and welcomed the members to share their opinions and suggestions.

Dr. Arun Bopanna, Ms. Smita Shah, Mr. P. G. Shenoy, Mr. Rajendraprasad D. Joshi, Mr. Bharat M. Shah, Ms. Ashalata Maheshwari, Mr. Ashish S. Bansal, Mr. Vinod Agarwal, Mr. Behruz Framroze, Mr. Nilesh M., Mr. Adil Polad, Mr. Rajesh K. Chainani, Mr. Anil Parekh, Mr. Hiranand Kotwani, Ms. Annie Aranha, Ms. Homa Pouredahi, Mr. Gautam Tiwari, Mr. Tanil Khanna, Mr. Hari Belawat, Mr. Jayantkumar Kansara, Mr. N. V. Jhaveri, Ms. Hitokshi Patel, Mr. Dinesh Kotecha, Mr. Nagji Looka, C E Mascerahas and Mr. Nigel Gonsalves, Members addressed the meeting.

The members applauded the performance of the Company and thanked the management for investor servicing and arrangements at the meeting. The members appreciated the Company for



presenting the Integrated Report <IR> for the second consecutive year. The members also appreciated the Company's initiative for continuing the health camp for the members at the AGM.

Members raised various queries regarding the performance of the Company some of which were with respect to R&D expenditure, top products, bonus issue, future road map, capex and funding, buyback, dividend, , AIDS vaccine trials, trade receivables, US FDA, Avenue acquisition, Stock price, generic and non-generic margin, forex earnings, etc. The queries were satisfactorily replied by Mr. Umang Vohra, Managing Director and Global Chief Executive Officer. Other suggestions / comments of the members were noted.

The Chairman thanked the members for attending the AGM and requested Mr. B. Narasimhan, Scrutinizer to take over the proceedings.

The meeting concluded with the vote of thanks to the Chair. The Board Members took leave from the venue at 1745 Hrs and e-voting ended at 1810 Hrs.

The above resolutions were passed by an overwhelming majority as stated in below table. The combined results of the remote e-voting and electronic voting at the meeting venue were declared on Friday, 16th August, 2019 and same were also intimated to the stock exchanges where the shares of the Company are listed. The details of the combined results are as follows:

Combined results of remote e-voting and voting at the venue of AGM on the ordinary and special businesses at the 83rd Annual General Meeting of the Company held on Friday, 16th August, 2019 are as follows:

Item No. 1 of the Notice (As an Ordinary Resolution)	Receive, consider and adopt the audited standalone financial statement of the Company for the financial year ended 31 st March, 2019 and the reports of the Board of Directors and Auditor thereon:				
	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-voting and voting at Meeting	60,53,28,532	99.999	106	.001	40,04,198
Item No. 2 of the Notice (As an Ordinary Resolution)	Receive, consider and adopt the audited consolidated financial statement of the Company for the financial year ended 31 st March, 2019 and the report of the Auditor thereon:				
	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-voting and voting at Meeting	60,53,28,532	99.999	106	.001	40,04,198



Item No. 3 of the Notice (As an Ordinary Resolution)	Declaration of dividend on equity shares				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-voting and voting at Meeting	60,65,42,052	99.999	103	.001	27,90,681
Item No. 4 of the Notice (As an Ordinary Resolution)	Re-appointment of Mr. Umang Vohra as director liable to retire by rotation:				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-voting and voting at Meeting	60,61,28,642	99.964	2,19,809	0.036	29,84,385
Item No. 5 of the Notice (As a Special Resolution)	Re-appointment of Mr. Ashok Sinha as an Independent Director of the Company				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-voting and voting at Meeting	60,30,86,765	99.462	32,61,686	0.538	29,84,385
Item No. 6 of the Notice (As a Special Resolution)	Re-appointment of Dr. Peter Mugenyi as an Independent Director of the Company				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-voting and voting at Meeting	60,30,92,542	99.463	32,55,909	0.537	29,84,385



Item No. 7 of the Notice (As a Special Resolution)	Re-appointment of Mr. Adil Zainulbhai as an Independent Director of the Company				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-voting and voting at Meeting	59,16,83,535	97.930	1,25,05,916	2.070	51,43,385
Item No. 8 of the Notice (As a Special Resolution)	Re-appointment of Ms. Punita Lal as an Independent Director of the Company				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-voting and voting at Meeting	60,12,64,361	99.162	50,84,090	0.838	29,84,385
Item No. 9 of the Notice (As a Special Resolution)	To authorise issuance of equity shares / other securities convertible into equity shares up to Rs. 3000 crore				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-voting and voting at Meeting	57,43,09,224	99.683	18,28,630	0.317	3,31,94,982
Item No. 10 of the Notice (As an Ordinary Resolution)	Ratification of remuneration of the Cost Auditor for the financial year 2019-20				
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Invalid votes
	Nos.	%age	Nos.	%age	Nos.
Total votes through Remote E-voting and voting at Meeting	60,65,41,845	99.999	310	0.001	27,90,681

Sd/-

Date of entry: 5th September, 2019
Date of signing: 5th September, 2019

Dr. Y. K. Hamied
Chairman

