

|  |  |
|--|--|
| <b>Date of the AGM/EGM:</b>  | 3 <sup>rd</sup> September 2014   |
| <b>Book closure date:</b>  | 8 <sup>th</sup> August 2014 to 22 <sup>nd</sup> August 2014<br>(both days inclusive) |
| <b>Total number of shareholders on record date:</b>                                  | 159041 shareholders as on<br>18 <sup>th</sup> July 2014                              |
| <b>No. of shareholders present in the meeting either in person or through proxy:</b> |  |
| Promoters and Promoter Group:  | 13   |
| Public:  | 370  |
| <b>No. of Shareholders attended the meeting through Video Conferencing:</b>          | N.A.   |
| Promoters and Promoter Group:  |  |
| Public:  |  |

**Agenda wise details:**

| Item No. | Details of Agenda  | Resolution required | Mode of voting   |
|----------|--|---------------------|--|
| 1.       | Adoption of audited Balance Sheet as at 31 <sup>st</sup> March 2014, the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon | Ordinary            | E-voting and Electronic Poll<br>(Passed with requisite majority) |
| 2.       | Declaration of Dividend  | Ordinary            | E-voting and Electronic Poll<br>(Passed with requisite majority) |
| 3.       | Re-appointment of Mr. M.K. Hamied retiring by rotation   | Ordinary            | E-voting and Electronic Poll<br>(Passed with requisite majority) |
| 4.       | Re-appointment of Mr. S. Radhakrishnan retiring by rotation  | Ordinary            | E-voting and Electronic Poll<br>(Passed with requisite majority) |



| Item No. | Details of Agenda  | Resolution required | Mode of voting  |
|----------|--|---------------------|---|
| 5.       | Re-appointment of Auditors and fixing their remuneration   | Ordinary            | E-voting and Electronic Poll (Passed with requisite majority) |
| 6.       | Appointment of Dr. H. R. Manchanda as an Independent Director  | Ordinary            | E-voting and Electronic Poll (Passed with requisite majority) |
| 7.       | Appointment of Mr. V. C. Kotwal as an Independent Director   | Ordinary            | E-voting and Electronic Poll (Passed with requisite majority) |
| 8.       | Appointment of Mr. Ashok Sinha as an Independent Director  | Ordinary            | E-voting and Electronic Poll (Passed with requisite majority) |
| 9.       | Appointment of Dr. Peter Mugenyi as an Independent Director  | Ordinary            | E-voting and Electronic Poll (Passed with requisite majority) |
| 10.      | Appointment of Mr. Adil Zainulbhai as an Independent Director  | Ordinary            | E-voting and Electronic Poll (Passed with requisite majority) |
| 11.      | Revision of remuneration of Mr. Subhanu Saxena designated as Managing Director and Global Chief Executive Officer                        | Ordinary            | E-voting and Electronic Poll (Passed with requisite majority) |
| 12.      | Appointment of Mr. Rajesh Garg as a Director of the Company  | Ordinary            | E-voting and Electronic Poll (Passed with requisite majority) |
| 13.      | Appointment of Mr. Rajesh Garg as Whole-time Director designated as Executive Director and Global Chief Financial Officer of the Company | Ordinary            | E-voting and Electronic Poll (Passed with requisite majority) |
| 14.      | Approval of remuneration of the Cost Auditor   | Ordinary            | E-voting and Electronic Poll (Passed with requisite majority) |



**In case of Poll/Postal ballot/E-voting:**

**Resolution No. 1:-** Adoption of audited Balance Sheet as at 31<sup>st</sup> March 2014, the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>s</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100<br>(4) | No. of Votes in favour<br>(5) | No. of Votes - against<br>(6) | % of Votes in favour on votes polled<br>(7)=[(5)/(2)]*100<br>(8) | % of Votes against on votes polled<br>(9)=[(6)/(2)]*100<br>(10) |
|--------------------------------|---------------------------|---|---|-------------------------------|-------------------------------|--|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                            | 100   | 29,54,85,978                  | 0                             | 100  | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,66,44,390                            | 54.314  | 15,65,31,369                  | 1,13,021                      | 99.928   | 0.072   |
| Public-Others <sup>#</sup>     | 21,90,30,314              | 1,58,66,267                             | 7.2439  | 1,58,65,838                   | 429                           | 99.997   | 0.003   |
| <b>Total</b>                   | <b>80,29,21,357</b>       | <b>46,79,96,635</b>                     | <b>58.287</b>   | <b>46,78,83,185</b>           | <b>1,13,450</b>               | <b>99.976</b>  | <b>0.024</b>  |



**Resolution No. 2:- Declaration of Dividend**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|--|-------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100  | 29,54,85,978                  | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,68,62,997                             | 54.390   | 15,47,35,257                  | 21,27,740                     | 98.644  | 1.356   |
| Public-Others*                 | 21,90,30,314              | 1,58,66,275                              | 7.244  | 1,58,66,214                   | 61                            | 99.9996   | 0.0004  |
| <b>Total</b>                   | <b>80,29,21,357</b>       | <b>46,82,15,250</b>                      | <b>58.314</b>  | <b>46,60,87,449</b>           | <b>21,27,801</b>              | <b>99.546</b>   | <b>0.454</b>  |

**Resolution No. 3:- Re-appointment of Mr. M. K. Hamied retiring by rotation**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|--|-------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100  | 29,54,85,978                  | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,68,62,997                             | 54.390   | 15,05,13,742                  | 63,49,255                     | 95.952  | 4.048   |
| Public-Others*                 | 21,90,30,314              | 1,58,66,267                              | 7.244  | 1,58,65,562                   | 705                           | 99.996  | 0.004   |
| <b>Total</b>                   | <b>80,29,21,357</b>       | <b>46,82,15,242</b>                      | <b>58.314</b>  | <b>46,18,65,282</b>           | <b>6349960</b>                | <b>98.644</b>   | <b>1.356</b>  |



**Resolution No. 4:- Re-appointment of Mr. S. Radhakrishnan retiring by rotation**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes Polled in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|---|--------------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100   | 29,54,85,978                         | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,60,58,575                             | 54.111  | 3,68,29,056                          | 11,92,29,519                  | 23.600  | 76.400  |
| Public-Others <sup>#</sup>     | 21,90,30,314              | 1,58,66,267                              | 7.244   | 1,58,65,445                          | 822                           | 99.995  | 0.005   |
| Total                          | 80,29,21,357              | 46,74,10,820                             | 58.214  | 34,81,80,479                         | 11,92,30,341                  | 74.491  | 25.509  |

**Resolution No. 5:- Re-appointment of Auditors and fixing their remuneration**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes Polled in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|---|--------------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100   | 29,54,85,978                         | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,68,62,723                             | 54.390  | 15,28,75,731                         | 39,86,992                     | 97.458  | 2.542   |
| Public-Others <sup>#</sup>     | 21,90,30,314              | 1,58,65,717                              | 7.244   | 1,58,65,107                          | 610                           | 99.996  | 0.004   |
| Total                          | 80,29,21,357              | 46,82,14,418                             | 58.314  | 46,42,26,816                         | 39,87,602                     | 99.148  | 0.852   |



**Resolution No. 6:- Appointment of Dr. H. R. Manchanda as an Independent Director**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100<br>(4) | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100<br>(7)= | % of Votes against on votes polled<br>(7)=<br>[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100   | 29,54,85,978                    | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,65,91,723                             | 54.296  | 14,67,79,240                    | 98,12,483                     | 93.734  | 6.266   |
| Public-Others*                 | 21,90,30,314              | 1,58,66,267                              | 7.244   | 1,58,65,580                     | 687                           | 99.996  | 0.004   |
| Total                          | 80,29,21,357              | 46,79,43,968                             | 58.28   | 45,81,30,798                    | 98,13,170                     | 97.903  | 2.097   |

**Resolution No. 7:- Appointment of Mr. V. C. Kotwal as an Independent Director**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100<br>(4) | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100<br>(7)= | % of Votes against on votes polled<br>(7)=<br>[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100   | 29,54,85,978                    | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,57,90,301                             | 54.018  | 5,60,84,070                     | 9,97,06,231                   | 36.000  | 64.000  |
| Public-Others*                 | 21,90,30,314              | 1,58,66,267                              | 7.244   | 1,58,65,477                     | 790                           | 99.995  | 0.005   |
| Total                          | 80,29,21,357              | 46,71,42,546                             | 58.18   | 36,74,35,525                    | 9,97,07,021                   | 78.656  | 21.344  |



**Resolution No. 8:- Appointment of Mr. Ashok Sinha as an Independent Director**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100<br>(4) | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100   | 29,54,85,978                    | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,68,62,997                             | 54.390  | 15,40,36,731                    | 28,26,266                     | 98.198  | 1.802   |
| Public-Others <sup>#</sup>     | 21,90,30,314              | 1,58,66,267                              | 7.244   | 1,58,65,581                     | 686                           | 99.996  | 0.004   |
| Total                          | 80,29,21,357              | 46,82,15,242                             | 58.314  | 46,53,88,290                    | 28,26,952                     | 99.396  | 0.604   |

**Resolution No. 9:- Appointment of Dr. Peter Mugenyi as an Independent Director**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100<br>(4) | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|---|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100   | 29,54,85,978                    | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,68,62,997                             | 54.390  | 15,68,62,997                    | 0                             | 100   | 0   |
| Public-Others <sup>#</sup>     | 21,90,30,314              | 1,58,66,261                              | 7.244   | 1,58,65,558                     | 703                           | 99.996  | 0.004   |
| Total                          | 80,29,21,357              | 46,82,15,236                             | 58.314  | 46,82,14,533                    | 703                           | 100.000   | 0.000   |



**Resolution No. 10:-** Appointment of Mr. Adil Zainulbhai as an Independent Director

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100<br>(4) | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100<br>(7)= [(5)/(2)]*100 | % of Votes against on votes polled<br>(7)= [(5)/(2)]*100 |
|--------------------------------|---------------------------|--|---|---------------------------------|-------------------------------|---|--|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100   | 29,54,85,978                    | 0                             | 100   | 0  |
| Public – Institutional holders | 28,84,05,065              | 15,68,62,997                             | 54.390  | 15,32,25,682                    | 36,37,315                     | 97.681  | 2.319  |
| Public-Others <sup>#</sup>     | 21,90,30,314              | 1,58,66,267                              | 7.244   | 1,58,65,558                     | 709                           | 99.996  | 0.004  |
| Total                          | 80,29,21,357              | 46,82,15,242                             | 58.314  | 46,45,77,218                    | 36,38,024                     | 99.223  | 0.777  |

**Resolution No. 11:-** Revision of remuneration of Mr. Subhanu Saxena designated as Managing Director and Global Chief Executive Officer

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100<br>(4) | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100<br>(7)= [(5)/(2)]*100 | % of Votes against on votes polled<br>(7)= [(5)/(2)]*100 |
|--------------------------------|---------------------------|--|---|---------------------------------|-------------------------------|---|--|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100   | 29,54,85,978                    | 0                             | 100   | 0  |
| Public – Institutional holders | 28,84,05,065              | 15,63,14,221                             | 54.199  | 15,61,38,421                    | 1,75,800                      | 99.888  | 0.112  |
| Public-Others <sup>#</sup>     | 21,90,30,314              | 1,58,66,107                              | 7.244   | 1,58,64,211                     | 1,896                         | 99.988  | 0.012  |
| Total                          | 80,29,21,357              | 46,76,66,306                             | 58.246  | 46,74,88,610                    | 1,77,696                      | 99.962  | 0.038  |





**Resolution No. 12:-** Appointment of Mr. Rajesh Garg as a Director of the Company

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|--|-------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100  | 29,54,85,978                  | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,68,62,997                             | 54.390   | 15,45,59,457                  | 23,03,540                     | 98.531  | 1.469   |
| Public-Others*                 | 21,90,30,314              | 1,58,66,267                              | 7.244  | 1,58,65,564                   | 703                           | 99.996  | 0.004   |
| Total                          | 80,29,21,357              | 46,82,15,242                             | 58.314   | 46,59,10,999                  | 23,04,243                     | 99.508  | 0.492   |

**Resolution No. 13:-** Appointment of Mr. Rajesh Garg as Whole-time Director designated as Executive Director and Global Chief Financial Officer of the Company

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|--|-------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100  | 29,54,85,978                  | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,68,62,997                             | 54.390   | 15,66,87,197                  | 1,75,800                      | 99.888  | 0.112   |
| Public-Others*                 | 21,90,30,314              | 1,58,66,715                              | 7.244  | 158,65,001                    | 714                           | 99.995  | 0.005   |
| Total                          | 80,29,21,357              | 46,82,14,690                             | 58.314   | 46,80,38,176                  | 1,76,514                      | 99.962  | 0.038   |



**Resolution No. 14: Approval of remuneration of the Cost Auditor**

| Promoter/Public                | No. of shares held<br>(1) | No. of votes polled <sup>\$</sup><br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|--------------------------------|---------------------------|--|--|---------------------------------|-------------------------------|---|---|
| Promoter and Promoter Group    | 29,54,85,978              | 29,54,85,978                             | 100  | 29,54,85,978                    | 0                             | 100   | 0   |
| Public – Institutional holders | 28,84,05,065              | 15,68,62,997                             |  | 15,67,49,976                    | 1,13,021                      | 99.928  | 0.072   |
| Public-Others <sup>#</sup>     | 21,90,30,314              | 1,58,65,715                              |  | 1,58,65,069                     | 646                           | 99.996  | 0.004   |
| <b>Total</b>                   | <b>80,29,21,357</b>       | <b>46,82,14,690</b>                      | <b>58.314</b>  | <b>46,81,01,023</b>             | <b>1,13,667</b>               | <b>99.976</b>   | <b>0.024</b>  |

Notes: <sup>#</sup> includes underlying shares issued by the Company and held as GDRs  
<sup>\$</sup> excludes invalid/abstained votes

