

Details of Voting Results

| | |
|---|-----------------|
| Date of the AGM (39 th) | August 12, 2014 |
| Total number of shareholders on record date (i.e. July 04, 2014 – cut-off date for e-voting purpose): | 104414 |
| No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: | 15 823 |
| No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public: | -NA- |

Agenda – wise

The Mode of voting for all resolutions was through E-voting and assent/ dissent Ballot Form.

Resolution 1: Adoption of Audited Financial Statements for the year ended 31.03.14 and the statement of Profit & Loss for the year ended on that date together with the Directors' Report and Auditors' Report thereon. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3 = [(2)/(1)] * 100$ | 4 | 5 | $6 = [(4)/(2)] * 100$ | $7 = [(5)/(2)] * 100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28450747 | 79.508 | 28450747 | 0 | 100 | 0 |
| Public – Others | 32478787 | 15342 | 0.047 | 11996 | 3346 | 78.191 | 21.809 |
| Total | 195375594 | 155577226 | 79.630 | 155573880 | 3346 | 99.998 | 0.002 |



Resolution 2: Declaration of Dividend on Equity Shares @ Rs. 3.5/- per Equity Share. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28450747 | 79.508 | 28450747 | 0 | 100 | 0 |
| Public – Others | 32478787 | 15342 | 0.047 | 14412 | 930 | 93.938 | 6.062 |
| Total | 195375594 | 155577226 | 79.630 | 155576296 | 930 | 99.999 | 0.001 |

Resolution 3: Appointment of a Director in place of Mr. K K Bangur, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28450747 | 79.508 | 27295485 | 1155262 | 95.939 | 4.061 |
| Public – Others | 32478787 | 14049 | 0.043 | 8583 | 5466 | 61.093 | 38.907 |
| Total | 195375594 | 155575933 | 79.629 | 154415205 | 1160728 | 99.254 | 0.746 |

Resolution 4: Appointment of Price Waterhouse, Chartered Accountants as Auditors of the Company for a period of three years w.e.f. 1st April, 2014 and ending on 31st March, 2017 and to fix their remuneration. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28450747 | 79.508 | 28450747 | 0 | 100 | 0 |
| Public – Others | 32478787 | 15340 | 0.047 | 10503 | 4837 | 68.468 | 31.532 |
| Total | 195375594 | 155577224 | 79.630 | 155572387 | 4837 | 99.997 | 0.003 |



Resolution 5: Appointment of Mr. Sanjiv Goenka as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28329047 | 79.168 | 15720302 | 12608745 | 55.492 | 44.508 |
| Public – Others | 32478787 | 13816 | 0.043 | 11390 | 2426 | 82.441 | 17.559 |
| Total | 195375594 | 155454000 | 79.567 | 142842829 | 12611171 | 91.888 | 8.112 |

Resolution 6: Appointment of Mr. N. S. Damani as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28444605 | 79.491 | 28444605 | 0 | 100 | 0 |
| Public – Others | 32478787 | 20191 | 0.062 | 14676 | 5515 | 72.686 | 27.314 |
| Total | 195375594 | 155575933 | 79.629 | 155570418 | 5515 | 99.996 | 0.004 |

Resolution 7: Appointment of Mr. A V Lodha as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28444605 | 79.491 | 20997143 | 7447462 | 73.818 | 26.182 |
| Public – Others | 32478787 | 20191 | 0.062 | 14682 | 5509 | 72.716 | 27.284 |
| Total | 195375594 | 155575933 | 79.629 | 148122962 | 7452971 | 95.209 | 4.791 |



Resolution 8: Appointment of Mr. P. K. Khaitan as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28444605 | 79.491 | 8388398 | 20056207 | 29.490 | 70.510 |
| Public – Others | 32478787 | 19958 | 0.061 | 14580 | 5378 | 73.053 | 26.947 |
| Total | 195375594 | 155575700 | 79.629 | 135514115 | 20061585 | 87.105 | 12.895 |

Resolution 9: Appointment of Dr. R Srinivasan as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28444605 | 79.491 | 20997143 | 7447462 | 73.818 | 26.182 |
| Public – Others | 32478787 | 20091 | 0.062 | 14306 | 5785 | 71.206 | 28.794 |
| Total | 195375594 | 155575833 | 79.629 | 148122586 | 7453247 | 95.209 | 4.791 |

Resolution 10: Appointment of Mr. N Venkataramani as an Independent Director of the Company for a period of five years from 01.04.2014, not liable to retire by rotation. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28444605 | 79.491 | 28444605 | 0 | 100 | 0 |
| Public – Others | 32478787 | 20191 | 0.062 | 14502 | 5689 | 71.824 | 28.176 |
| Total | 195375594 | 155575933 | 79.629 | 155570244 | 5689 | 99.996 | 0.004 |



Resolution 11: Consent u/s 180 (1) (a) of Companies Act, 2013 for Creation of Charge on the assets of the company upto a limit of Rs. 2000 Crore. (Special Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28444605 | 79.491 | 28444605 | 0 | 100 | 0 |
| Public – Others | 32478787 | 21482 | 0.066 | 16781 | 4701 | 78.117 | 21.883 |
| Total | 195375594 | 155577224 | 79.630 | 155572523 | 4701 | 99.997 | 0.003 |

Resolution 12: Consent u/s 180 (1) (c) of Companies Act, 2013 for borrowings not exceeding sum of Rs.2000 crore. (Special Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28444605 | 79.491 | 28444605 | 0 | 100 | 0 |
| Public – Others | 32478787 | 21484 | 0.066 | 16702 | 4782 | 77.742 | 22.258 |
| Total | 195375594 | 155577226 | 79.630 | 155572444 | 4782 | 99.997 | 0.003 |

Resolution 13: Consent u/s 94 of Companies Act, 2013 for keeping Register of Members etc in Mumbai. (Special Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28444605 | 79.491 | 28444605 | 0 | 100 | 0 |
| Public – Others | 32478787 | 21384 | 0.066 | 17507 | 3877 | 81.870 | 18.130 |
| Total | 195375594 | 155577126 | 79.630 | 155573249 | 3877 | 99.998 | 0.002 |



Resolution 14: Re-appointment of Mr. M. B. Gadgil as Whole-time Director for a period of five years effective from 01.07.2014. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28444605 | 79.491 | 28444605 | 0 | 100 | 0 |
| Public – Others | 32478787 | 20175 | 0.062 | 15634 | 4541 | 77.492 | 22.508 |
| Total | 195375594 | 155575917 | 79.629 | 155571376 | 4541 | 99.997 | 0.003 |

Resolution 15: Ratification of remuneration payable to the Cost Auditors of the various divisions/ plants of the Company. (Ordinary Resolution)

| Promoter / Public | No. of shares held | No. of Votes Polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=[(2)/(1)]*100$ | 4 | 5 | $6=[(4)/(2)]*100$ | $7=[(5)/(2)]*100$ |
| Promoter and Promoter Group | 127113392 | 127111137 | 99.998 | 127111137 | 0 | 100 | 0 |
| Public – Institutional holders | 35783415 | 28444605 | 79.491 | 28444605 | 0 | 100 | 0 |
| Public – Others | 32478787 | 21468 | 0.066 | 18118 | 3350 | 84.395 | 15.605 |
| Total | 195375594 | 155577210 | 79.630 | 155573860 | 3350 | 99.998 | 0.002 |

NOTE: All the aforesaid 15 resolutions were passed with requisite majority.

