

L/77AGM/MGP

August 12, 2016

BSE Limited : Code No. 500031  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

National Stock Exchange of India Ltd. : Symbol: BAJAJELEC - Series: EQ  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051

Dear Sirs

**Sub: 77<sup>th</sup> Annual General Meeting held on 4 August 2016 -**

Enclosed please find herewith a certified copy of Minutes of the 77<sup>th</sup> Annual General Meeting of the Company held on 4 August 2016.

We hope you will find this in order.

Thanking you,

Yours faithfully,  
For BAJAJ ELECTRICALS LIMITED



MANGESH PATIL  
EVP - LEGAL & TAXATION and COMPANY SECRETARY

Encl: as above

## **BAJAJ ELECTRICALS LIMITED**

Minutes of the 77<sup>th</sup> Annual General Meeting of Bajaj Electricals Limited held at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai 400020, on Thursday, the 4<sup>th</sup> day of August, 2016, at 11.00 P.M.

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### **PRESENT:**

Shri Shekhar Bajaj	-	Chairman & Managing Director
Shri H.V.Goenka	-	Director
Shri Ashok Jalan	-	Director
Shri V.B. Haribhakti	-	Director
Shri Madhur Bajaj	-	Director
Shri Anant Bajaj	-	Joint Managing Director
Dr.(Mrs.) Indu Shahani	-	Director
Dr.R.P.Singh	-	Director
Shri Anuj Poddar	-	Additional Director
Shri Siddharth Mehta	-	Additional Director

### **IN ATTENDANCE:**

Shri B.H. Antia	-	Solicitor – Mulla & Mulla
Shri Anant Purandare	-	President & CFO
Shri Mangesh Patil	-	EVP – Legal & Taxation and Company Secretary

### **MEMBERS PRESENT:**

In Person	: 172 members
In Proxy	: 21 valid proxies representing 2,32,73,707 (23.03%) Equity Shares
In Representation	: 14 representing 2,29,98,767 (22.76%) Equity Shares

Shri Anish Amin, Partner, M/s Dalal and Shah, Statutory Auditors of the Company and Shri Anant B. Khamankar, Secretarial Auditor and the Scrutinizer appointed by the Company for AGM voting process were also present.

Shri Shekhar Bajaj, Chairman & Managing Director of the Company occupied the Chair and upon requisite quorum being present, called the meeting to order.

The Chairman welcomed all the members to the 77<sup>th</sup> Annual General Meeting of the Company and thereafter introduced the Directors, Solicitor, Company Secretary and the Business Unit Heads to the members present.

The Chairman informed the members that the Statutory Auditors, Secretarial Auditors and Shri V.B.Haribhakti, who is the Chairman of the Audit Committee, Nomination and Remuneration Committee & Stakeholders Relationship Committee, are present at the meeting.

The Chairman then declared that the records required to be made available during the Annual General Meeting as statutorily mandated or for matters stated in the notice inter-alia the Register of Directors' Shareholding under Section 170 of the Companies Act, 2013, Register of Proxies, Proxies received, Register of contracts under Section 189 of the Companies Act, 2013

**CERTIFIED TRUE COPY**

For and on behalf of  
**Bajaj Electricals Limited**

  
**Mangesh Patil**  
EVP-Legal & Taxation and Company Secretary

and financial statements together with the Directors' Report and Auditors' Report thereon were laid on the table for inspection of the Shareholders in accordance with the provisions of the Companies Act, 2013.

The Chairman stated that 21 valid proxies for 2,32,73,707 shares (representing 23.03% of the paid-up share capital of the Company) and the representations/resolutions under Section 113 of the Companies Act, 2013 for authorization to vote in respect of 2,29,98,767 shares (representing 22.76% of the paid-up share capital of the Company) were received.

Notice convening the Meeting and the Directors' Report were, with the consent of the members present, taken as read.

Thereafter, the Chairman stated that under the new law, the Auditors' Report was to be read only if it contained qualifications, adverse observations or comments. As there were no such qualifications, observations or comments, the Auditors' Report was not read at the meeting.

Thereafter, the Chairman delivered his preliminary remarks in which he touched upon various subjects and briefed about the Company's performance for the year ended 31 March, 2016 stating that the Income from operations for the year ended March 31, 2016 was ₹ 4,634.80 crore, a growth of 8.12% over the previous year and PAT was ₹ 95.60 crore against loss of ₹ 13.95 crore in the previous year. He further mentioned that interest cost for FY 2015-16 was ₹ 101.40 crore against ₹ 104.43 crore in the previous year.

The Chairman then while elaborating on the remote e-voting and AGM resolutions, inter-alia, stated that :

- the Company in accordance with the Companies Act, 2013 & SEBI requirements, had provided facility to the shareholders to exercise their votes on the items of business given in the Notice through remote electronic voting system;
- the remote e-voting platform provided by the Central Depository Services (India) Limited ("CDSL") was used by the Company for this purpose;
- the e-voting period was open from 1 August 2016 to 3 August 2016;
- to help the members who may not have access to e-voting facility, ballot forms (assent/dissent forms) were made available, whereby the members could cast their votes using the ballot form upto 1 August 2016;
- in the event, a member had cast his/her votes through both the processes, i.e., e-voting and ballot form, the votes cast in the electronic form would be considered and votes cast in the ballot form would be ignored;
- facility was also provided to vote through ballot paper at the venue of the meeting to those shareholders who had not voted earlier through remote e-voting/ballot form; and
- M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, were appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the voting process.



- Each of the items in the Notice of AGM would be moved & discussed and at the end of the discussions, all the resolutions shall be put to vote by ballot paper, by those members who had not voted earlier.

Thereafter, the Chairman moved/proposed the following Resolution for adoption of Accounts, which was seconded by Shri Madhur Bajaj:

**Resolution No.1: Adoption of Financial Statements**

Type of Resolution: *ORDINARY RESOLUTION*

“RESOLVED that the audited financial statements (including audited consolidated financial statements) of the Company as at 31 March 2016 and the Directors’ Report and Auditors’ Report attached thereto be and are hereby adopted.”

The Chairman then answered the shareholders questions seeking clarifications on annual report, accounts and other connected matters.

After discussions on the first item, the Chairman then took the subsequent items referred to in the AGM Notice for the consideration of the shareholders, but for voting only at the end of the discussions for all the items.

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

Type of Resolution: *ORDINARY RESOLUTION*

“RESOLVED that an interim dividend, approved by the Board of Directors of the Company on 10 March 2016 and paid to the shareholders on 28 March 2016, at the rate of ₹ 2.80 per share (140%) of face value of ₹ 2 each on equity shares of the Company, be and is hereby approved and the same be declared as final dividend for the financial year ended 31 March 2016.”

Proposed by : Smt. Shobhana Mehta  
Seconded by : Shri Bharat Shah

Then the Chairman, being considered interested in the following item, handed over the proceedings to Shri Ashok Jalan for the next item.

Shri Ashok Jalan occupied the chair.

**Resolution No.3: Appointment of Shri Anant Bajaj as a director liable to retire by rotation**

Type of Resolution: *ORDINARY RESOLUTION*

“RESOLVED that Shri Anant Bajaj (DIN 00089460), who retires by rotation, be and is hereby re-appointed as a Director of the Company.”

Proposed by : Shri Sharad Kumar Shah  
Seconded by : Shri Michael Martins

Shri Ashok Jalan then vacated the Chair which was re-occupied by Shri Shekhar Bajaj.

The Chairman took up the next items.

**Resolution No.4: Appointment of M/s. Dalal & Shah LLP, Chartered Accountants, Mumbai, as Statutory Auditors of the Company**

Type of Resolution: *ORDINARY RESOLUTION*

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (“the Rules”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. Dalal & Shah LLP, Chartered Accountants, Mumbai, having ICAI Firm Registration No.102021W/W100110, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors in terms of the provisions of Section 141 of the Act and the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2016-17 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to be held in the financial year 2017-18 on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.”

Proposed by : Shri Aspi Bhesania  
Seconded by : Smt. Homa Pouredehi

**Resolution No.5: Appointment of Shri Anuj Poddar as an Independent Director**

Type of Resolution: *ORDINARY RESOLUTION*

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) and Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri Anuj Poddar (DIN 01908009) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 30 May 2016, pursuant to Section 161 of the Act and the Articles of Associations of the Company, and whose term of office expires at this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 30 May 2016.”

Proposed by : Smt. Smita Shah  
Seconded by : Shri Renold Fernandez

For and on behalf of  
**Bajaj Electricals Limited**

**Mangesh Patil**  
EVP-Legal & Taxation and Company Secretary



**Resolution No.6: Appointment of Shri Siddharth Mehta as an Independent Director**

Type of Resolution: *ORDINARY RESOLUTION*

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Rules”) and Schedule IV of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Shri Siddharth Mehta (DIN 03072352) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 30 May 2016, pursuant to Section 161 of the Act and the Articles of Associations of the Company, and whose term of office expires at this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 30 May 2016.”

Proposed by : Shri Maniar  
Seconded by : Shri Anil Parikh

**Resolution No.7: Ratification of Remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants, Cost Auditors**

Type of Resolution: *ORDINARY RESOLUTION*

“RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”) including any statutory modification(s) or reenactment(s) thereof for the time being in force, the remuneration payable to M/s. R. Nanabhoy & Co., Cost Accountants, having Firm Registration No.00010, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2016-17, being ₹ 1,24,000/- (Rupees One Lac Twenty Four Thousand only) plus service tax as applicable and re-imbusement of out-of-pocket expenses etc. incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

“RESOLVED FURTHER that any of the Directors and the Company Secretary of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Proposed by : Smt. Smita Shah  
Seconded by : Smt. Shobhana Mehta

On completion of discussions on all the items, Chairman requested the members present, who had not voted earlier, to cast their votes using ballot paper. He also requested the Company Secretary & the Scrutinizer to co-ordinate for an orderly conduct of the ballot.

The Scrutinizer locked and sealed the empty ballot box in the presence of the members.

Those members who had not voted earlier had then cast their votes using ballot paper.

On completion of ballot voting, the ballot box was taken by the Scrutinizer in his custody.

Thereafter, the Chairman informed the members that results of the meeting along with the consolidated Scrutinizer's Report would be declared and posted on the Company's website and CDSL's website, not later than 6 August 2016 and shall also be forwarded to the stock exchanges besides putting the same on the notice board at the registered office of the Company.

The Chairman then thanked the members for their participation in the meeting.

There being no other business, the Chairman declared the proceedings to be closed.

The meeting ended at 12.45 p.m. with vote of thanks to the Chair.

On 5 August 2016, M/s. Anant B. Khamankar & Co., Scrutinizer appointed by the Board, issued their scrutinizer's report giving summary position of votes cast "in favour of" or "against" the resolutions and "invalid" and "abstained" ballots, based on the reports generated from the e-voting system provided by Central Depository Services Limited ("CDSL") together with the votes cast in Physical Ballot Forms and Ballot Paper voting at the AGM (certified true copy enclosed):

Res. Nos	Resolution Description	Mode	Total Votes [Ballot Received]	Favour Votes [Favour Ballots]	Favour %	Against Votes [Against Ballots]	Against %	Invalid Votes [Invalid Ballots]	Invalid %	Abstain Votes [Abstain Ballots]	Abstain %
1.	Adoption of Financial Statements	Remote e-voting	73466991 [108]	73458458 [108]	100.00	Nil [Nil]	Nil	Nil [Nil]	8533 [1]	73466991 [108]	73458458 [108]
		AGM ballot paper	6452 [58]	6442 [49]	99.95	3 [3]	0.05	7 [6]	Nil [Nil]	6452 [58]	6442 [49]
		Physical ballot form	610 [3]	600 [2]	100.00	Nil [Nil]	Nil	10 [1]	Nil [Nil]	610 [3]	600 [2]
		<b>TOTAL</b>	<b>73474053 [169]</b>	<b>73465500 [159]</b>	<b>99.99</b>	<b>3 [3]</b>	<b>0.01</b>	<b>17 [7]</b>	<b>8533 [1]</b>	<b>73474053 [169]</b>	<b>73465500 [159]</b>
2.	Declaration of Dividend	Remote e-voting	73466991 [108]	73458458 [108]	100.00	Nil [Nil]	Nil	Nil [Nil]	8533 [1]	73466991 [108]	73458458 [108]
		AGM ballot	6452 [58]	6442 [49]	99.95	3 [3]	0.05	7 [6]	Nil [Nil]	6452 [58]	6442 [49]
		Physical ballot	610 [3]	600 [2]	100.00	Nil [Nil]	Nil	10 [1]	Nil [Nil]	610 [3]	600 [2]
		<b>TOTAL</b>	<b>73474053 [169]</b>	<b>73465500 [159]</b>	<b>99.99</b>	<b>3 [3]</b>	<b>0.01</b>	<b>17 [7]</b>	<b>8533 [1]</b>	<b>73474053 [169]</b>	<b>73465500 [159]</b>
3.	Re-appointment of Shri Anant Bajaj, who retires by rotation	Remote e-voting	73466991 [108]	59250497 [101]	99.57	253368 [3]	0.43	13954593 [4]	8533 [1]	73466991 [108]	59250497 [101]
		AGM ballot	6452 [58]	6442 [49]	99.95	3 [3]	0.05	7 [6]	Nil [Nil]	6452 [58]	6442 [49]
		Physical ballot	610 [3]	600 [2]	100.00	Nil [Nil]	Nil	10 [1]	Nil [Nil]	610 [3]	600 [2]
		<b>TOTAL</b>	<b>73474053 [169]</b>	<b>59257539 [152]</b>	<b>99.57</b>	<b>253371 [6]</b>	<b>0.43</b>	<b>13954610 [11]</b>	<b>8533 [1]</b>	<b>73474053 [169]</b>	<b>59257539 [152]</b>
4.	Ratification of appointment of Dalal & Shah LLP, Chartered Accountants, as Statutory Auditors	Remote e-voting	73466991 [108]	72829658 [104]	99.14	628800 [4]	0.86	Nil [Nil]	8533 [1]	73466991 [108]	72829658 [104]
		AGM ballot	6452 [58]	6042 [48]	93.75	403 [4]	6.25	7 [6]	Nil [Nil]	6452 [58]	6042 [48]
		Physical ballot	610 [3]	600 [2]	100.00	Nil [Nil]	Nil	10 [1]	Nil [Nil]	610 [3]	600 [2]
		<b>TOTAL</b>	<b>73474053 [169]</b>	<b>72836300 [154]</b>	<b>99.14</b>	<b>629203 [8]</b>	<b>0.86</b>	<b>17 [7]</b>	<b>8533 [1]</b>	<b>73474053 [169]</b>	<b>72836300 [154]</b>



5.	Appointment of Shri Anuj Poddar, as an Independent Director	Remote e-voting	73466991 [108]	73458442 [107]	99.99	16 [1]	0.01	Nil [Nil]	8533 [1]	73466991 [108]	73458442 [107]
		AGM ballot	6452 [58]	6445 [52]	100.00	Nil [Nil]	Nil	7 [6]	Nil [Nil]	6452 [58]	6445 [52]
		Physical ballot	610 [3]	600 [2]	100.00	Nil [Nil]	Nil	10 [1]	Nil [Nil]	610 [3]	600 [2]
		<b>TOTAL</b>	<b>73474053 [169]</b>	<b>73465487 [161]</b>	<b>99.99</b>	<b>16 [1]</b>	<b>0.01</b>	<b>17 [7]</b>	<b>8533 [1]</b>	<b>73474053 [169]</b>	<b>73465487 [161]</b>
6.	Appointment of Shri Siddharth Mehta, as an Independent Director	Remote e-voting	73466991 [108]	73458442 [107]	99.99	16 [1]	0.01	Nil [Nil]	8533 [1]	73466991 [108]	73458442 [107]
		AGM ballot	6452 [58]	6045 [51]	93.79	400 [1]	6.21	7 [6]	Nil [Nil]	6452 [58]	6045 [51]
		Physical ballot	610 [3]	600 [2]	100.00	Nil [Nil]	Nil	10 [1]	Nil [Nil]	610 [3]	600 [2]
		<b>TOTAL</b>	<b>73474053 [169]</b>	<b>73465087 [160]</b>	<b>99.99</b>	<b>416 [2]</b>	<b>0.01</b>	<b>17 [7]</b>	<b>8533 [1]</b>	<b>73474053 [169]</b>	<b>73465087 [160]</b>
7.	Approval of remuneration to M/s. R.Nanabhoy & Co., Cost Auditors.	Remote e-voting	73466991 [108]	73458355 [105]	99.99	103 [3]	0.01	Nil [Nil]	8533 [1]	73466991 [108]	73458355 [105]
		AGM ballot	6452 [58]	6042 [48]	93.75	403 [4]	6.25	7 [6]	Nil [Nil]	6452 [58]	6042 [48]
		Physical ballot	610 [3]	600 [2]	100.00	Nil [Nil]	Nil	10 [1]	Nil [Nil]	610 [3]	600 [2]
		<b>TOTAL</b>	<b>73474053 [169]</b>	<b>73464997 [155]</b>	<b>99.99</b>	<b>506 [7]</b>	<b>0.01</b>	<b>17 [7]</b>	<b>8533 [1]</b>	<b>73474053 [169]</b>	<b>73464997 [155]</b>

Based on the above, all the Resolutions, as stated above, were duly passed with requisite majority and are recorded as part of the proceedings of this Annual General Meeting of the Members.

Date: 8 August 2016  
Place: Mumbai

CHAIRMAN

For and on behalf of  
Bajaj Electricals Limited

Mangesh Patil  
EVP-Legal & Taxation and Company Secretary





**Scrutinizer's Report**

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

To  
The Chairman  
Bajaj Electricals Limited  
CIN: L31500MH1938PLC009887  
45/47, Veer Nariman Road  
Mumbai- 400 001  
Maharashtra

**CERTIFIED TRUE COPY**

For and on behalf of  
**Bajaj Electricals Limited**

  
**Mangesh Patil**  
EVP-Legal & Taxation and Company Secretary

Dear Sir,

1. We, M/s. Anant B. Khamankar & Co., Practicing Company Secretaries, had been appointed by the Board of Directors of Bajaj Electricals Limited ("the Company") as the Scrutinizer for the purpose of Scrutinizing the e-voting process along with the Ballot Forms, and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the Notice convening (hereinafter referred to as "the Resolutions") the 77<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on Thursday the 04<sup>th</sup> August, 2016 at 11.00 A.M. at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchant Chamber, IMC Marg, Churchgate, Mumbai-400020, Maharashtra.
2. The Notice dated 30<sup>th</sup> May, 2016 convening the AGM of the Company along with statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the Resolutions to be passed at the said AGM of the Company.





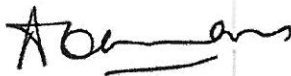
3. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and Ballot Forms on the Resolutions contained in the Notice convening the AGM of the members of the Company. Our responsibility as the Scrutinizers for the remote e-voting process is restricted to make a Scrutinizer's Report of the votes, cast "in favor" or "against" the Resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from the remote e-voting process system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facilities.
4. Further to the above, We submit our report as under:-
- i. The remote e-voting period remained open from Monday, 1<sup>st</sup> August, 2016 at 10.00 a.m. (IST) and ends on Wednesday, 3<sup>rd</sup> August, 2016 at 05.00 p.m. (IST).
  - ii. Physical Ballot forms received till Monday, 1<sup>st</sup> August, 2016 at 05.00 p.m. (IST) are considered.
  - iii. The members who were on record of the Company as on the "cut-off" date i.e. Friday, 29<sup>th</sup> July, 2016 were entitled to vote on the Resolutions as set out in the Notice of the AGM.
  - iv. The ballot voting facility (poll) was again provided at the AGM to those members who attended the meeting but not voted through remote e-voting facility/ballot form (postal).
  - v. After the conclusion of counting of the voting cast at AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses, viz. Mr. Surender Singh Chauhan and Mrs. Charmi Gindra, who are not in the employment of the Company.
  - vi. Thereafter considering remote e-voting, the ballot forms (postal) received and ballot voting at AGM (poll), the combined result of the voting is annexed. The details containing inter alia, list of Equity Share Holders, who voted "for" or "against", on each of the Resolutions that



were put to vote, and whose votes became invalid or who abstained from voting, were generated from the e-voting website of CDSL. i.e. [www.evotingindia.com](http://www.evotingindia.com) and is based on such reports generated.

Thanking You.

Yours truly,  
For Anant B. Khamankar & Co.



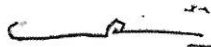
Anant B. Khamankar

FCS: 3198  
CP No: 1860

Place: Mumbai,  
Date: 05<sup>th</sup> August, 2016.

Based on the foregoing, the Resolutions Nos. 1 to 7 have been passed with requisite majority.

For Bajaj Electricals Limited



SHEKHAR BAJAJ  
CHAIRMAN



**BAJAJ ELECTRICALS LIMITED**  
 Ballot Control Report (e voting, physical ballot & postal ballot) for the AGM held on 04/08/2016.

Annexure	Resolution No.	Resolution Description	AGM Poll		Total Votes received		Invalid Votes		Abstain Votes		Valid Votes		Voted in FAVOUR		Voted AGAINST	
			voting	Ballot Form	Ballots / Shares	Ballots / Shares	Ballots / Shares	Ballots / Shares	Ballots / Shares	Ballots / Shares	Ballots / Shares	%	Ballots / Shares	%		
1	Adoption of Financial statements for the year ended 31st March, 2016 and the Director's and Auditors Reports thereon.	*Remote e-voting	108	73466991	0	0	0	0	8333	108	73458458	108	73458458	100.00	0	0.00
		AGM Poll	58	6452	6	7	0	0	0	52	6445	49	6442	99.95	3	0.05
		Ballot Form (Postal)	3	610	1	10	0	0	0	2	600	2	600	100.00	0	0.00
TOTAL			169	73474053	7	17	0	0	8333	162	73465503	159	73465500	99.99	3	0.01
2	To declare Dividend.	*Remote e-voting	108	73466991	0	0	0	0	8533	108	73458458	108	73458458	100.00	0	0.00
		AGM Poll	58	6452	6	7	0	0	0	52	6445	49	6442	99.95	3	0.05
		Ballot Form (Postal)	3	610	1	10	0	0	0	2	600	2	600	100.00	0	0.00
TOTAL			169	73474053	7	17	0	0	8533	162	73465503	159	73465500	99.99	3	0.01
3	Re-appointment of Shri Anant Bajaj, who retires by rotation.	*Remote e-voting	108	73466991	4	13954593	1	0	8533	104	59503865	101	59250497	99.57	3	0.43
		AGM Poll	58	6452	6	7	0	0	0	52	6445	49	6442	99.95	3	0.05
		Ballot Form (Postal)	3	610	1	10	0	0	0	2	600	2	600	100.00	0	0.00
TOTAL			169	73474053	11	13954610	1	0	8533	158	59510970	152	59257539	99.57	6	0.43
4	Ratification of appointment of Dalal & Shah, Chartered Accountants, as Auditors and fixing their remuneration.	*Remote e-voting	108	73466991	6	0	1	0	8533	108	73458458	104	72828658	99.14	4	0.86
		AGM Poll	58	6452	6	7	0	0	0	52	6445	48	6042	93.75	4	0.86
		Ballot Form (Postal)	3	610	1	10	0	0	0	2	600	2	600	100.00	0	0.00
TOTAL			169	73474053	13	17	1	0	8533	162	73465503	154	72836300	99.14	8	0.86
5	To appoint Shri Anuj Poddar as Independent director	*Remote e-voting	108	73466991	0	0	0	0	8533	108	73458458	107	73458442	99.99	1	0.01
		AGM Poll	58	6452	6	7	0	0	0	52	6445	52	6445	100.00	0	0.00
		Ballot Form (Postal)	3	610	1	10	0	0	0	2	600	2	600	100.00	0	0.00
TOTAL			169	73474053	7	17	0	0	8533	162	73465503	161	73465487	99.99	1	0.01
6	To appoint Shri Siddharth Mehta as Independent director	*Remote e-voting	108	73466991	0	0	0	0	8533	108	73458458	107	73458442	99.99	1	0.01
		AGM Poll	58	6452	6	7	0	0	0	52	6445	51	6045	93.79	1	0.01
		Ballot Form (Postal)	3	610	1	10	0	0	0	2	600	2	600	100.00	0	0.00
TOTAL			169	73474053	7	17	0	0	8533	162	73465503	160	73465087	99.99	2	0.01
7	Approval of remuneration to Mr. S. Nandhoy & Co. Cost Auditors	*Remote e-voting	108	73466991	0	0	0	0	8533	108	73458458	105	73458355	99.99	3	0.01
		AGM Poll	58	6452	5	7	0	0	0	52	6445	48	6042	93.75	4	0.01
		Ballot Form (Postal)	3	610	1	10	0	0	0	2	600	2	600	100.00	0	0.00
TOTAL			169	73474053	7	17	0	0	8533	162	73465503	155	73464997	99.99	7	0.01

\* One shareholder holding 36,939 shares voted with 28,406 shares and remained abstained for balance 8,533 shares.

