



# THE LEELA

PALACES HOTELS RESORTS

September 23, 2015

## The Department of Corporate Services

### BSE Limited

1<sup>st</sup> floor, Rotunda Building

B.S. Marg, Fort

Mumbai – 400 001

Stock Code: 500193

## The Listing Department

### National Stock Exchange of India Limited

Exchange-Plaza, Bandra Kurla Complex

Bandra (E)

Mumbai – 400 051

HOTELEELA

Dear Sir,

**Sub: Proceedings at the 34<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2015 and disclosure of e-voting and poll results (Clause – 31(d) / 35A)**

In terms of Clause 31(d) of the Listing Agreement, we hereby inform you that the shareholders of the Company at the 34<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2015 have passed the following resolutions:

Resolu-tion No.	Description	Type of Resolution (Ordinary / Special)	Result
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015	Ordinary	Carried with requisite majority
2	To appoint a Director in place of Mr. Krishna Deshika, who retires by rotation and, being eligible, offers himself for re-appointment	Ordinary	Carried with requisite majority
3	Re-appointment of M/s. Picardo & Co., Chartered Accountants, as Statutory Auditors and fixing of their remuneration	Ordinary	Carried with requisite majority
4	Authority to Board of Directors to borrow in excess of paid up capital and free Reserves	Special	Carried with requisite majority
5	Authority to Board of Directors for creation of charges / mortgages	Special	Carried with requisite majority
6	Enabling resolution for raising additional long term funds through Further Issue of Securities upto Rs.1,000 Crores	Special	Carried with requisite majority
7	Appointment of Ms. K. Hemalatha as a Director	Ordinary	Carried with requisite majority
8	Re-appointment and remuneration of Mr. Vivek Nair as Chairman & Managing Director for a period of 5 years.	Special	Carried with requisite majority
9	Re-appointment and remuneration of Mr. Dinesh Nair as Co-Chairman & Managing Director for a period of 5 years.	Special	Carried with requisite majority
10	Re-appointment and remuneration of Mr. Krishna Deshika as Director - Finance & CFO for a period of 5 years.	Special	Carried with requisite majority

Regd. Office:

HOTEL LEELAVENTURE LIMITED

Corporate Identity Number (CIN)  
L55101MH1981PLC024097

The Leela Mumbai, Sahar, Mumbai 400 059 India. Tel: (91-22) 6691 1234 Fax: (91-22) 6691 1212 www.theleela.com

The Leela Palaces, Hotels and Resorts: New Delhi, Bangalore, Chennai, Mumbai, Gurgaon, Udaipur, Goa and Kovalam.

Upcoming Properties: Jaipur, Agra, Lake Ashtamudi (Kerala), Bangalore, and Noida.





The disclosure of e-voting and poll results in the prescribed format is submitted in terms of Clause 35A of the Listing Agreement.

We request you to place this information on record.

Thanking you,

Yours Faithfully,  
For Hotel Leelaventure Limited

  
Anandghan Bohra  
Company Secretary



Encl: as above

**HOTEL LEELAVENTURE LIMITED (CIN : L55101MH1981PLC024097)**  
**Clause 35A (Mode of voting - Physical and e-Voting)**

Date of Annual General Meeting : 22nd September, 2015

Total Number of Shareholders on record date (Cut off date for e-voting) : 101468

No. of Shareholders present in the meeting either in person or through proxy:  
 (based on shareholders registering attendance)

Promoters and Promoter Group : 10  
 Public : 125

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Not applicable  
 Public: Not applicable

**Attendance Summary at the A.G.M**

Promoter/Public	Category	Records	Shares	% Age
Promoter and Promoter Group	Share Holder	2	851510	0.27
Promoter and Promoter Group	Proxy	0	0	0
Promoter and Promoter Group	Authorized Representative	8	296841874	92.55
Public - Institutional holders	Share Holder	0	0	0
Public - Institutional holders	Proxy	0	0	0
Public - Institutional holders	Authorized Representative	4	21860773	6.82
Public-Others	Share Holder	120	1109198	0.35
Public-Others	Proxy	0	0	0
Public-Others	Authorized Representative	1	70130	0.02
<b>Total</b>		<b>135</b>	<b>320733485</b>	<b>100</b>

**Detail of the Agenda:**

**Resolution 1 - Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2015 (Ordinary)**

Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public	12	298068384	99.99	298068384	0	100.00	0.00
Promoter and Promoter Group	16	23967004	90.43	23967004	0	100.00	0.00
Public - Institutional holders	123	1245960	0.88	1223777	22183	98.22	1.78
Public-Others	151	466608307	69.28	323259165	22183	99.99	0.01
<b>Total</b>							



*K. S. Sharma*

Resolution 2 - To appoint a Director in place of Mr. Krishna Deshika, who retires by rotation and, being eligible, offers himself for re-appointment (Ordinary Resolution)								
	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	12	298087074	298068384	99.99	297768384	300000	99.90	0.10
Public - Institutional holders	16	26503341	23967004	90.43	23967004	0	100.00	0.00
Public-Others	121	142017892	1243658	0.88	1218697	24961	97.99	2.01
<b>Total</b>	<b>149</b>	<b>466608307</b>	<b>323279046</b>	<b>69.28</b>	<b>322954085</b>	<b>324961</b>	<b>99.90</b>	<b>0.10</b>

Resolution 3 - Re-appointment of M/s. Picardo & Co., Chartered Accountants, as Statutory Auditors and fixing of their remuneration (Ordinary Resolution)								
	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	12	298087074	298068384	99.99	298068384	0	100.00	0.00
Public - Institutional holders	16	26503341	23967004	90.43	23967004	0	100.00	0.00
Public-Others	122	142017892	1245660	0.88	1221071	24589	98.03	1.97
<b>Total</b>	<b>150</b>	<b>466608307</b>	<b>323281048</b>	<b>69.28</b>	<b>323256459</b>	<b>24589</b>	<b>99.99</b>	<b>0.01</b>

Resolution 4 - Authority to Board of Directors to borrow in excess of paid up capital and free reserves (Special Resolution)								
	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	12	298087074	298068384	99.99	298068384	0	100.00	0.00
Public - Institutional holders	16	26503341	23967004	90.43	23967004	0	100.00	0.00
Public-Others	120	142017892	1224510	0.86	1181206	43304	96.46	3.54
<b>Total</b>	<b>148</b>	<b>466608307</b>	<b>323259898</b>	<b>69.28</b>	<b>323216594</b>	<b>43304</b>	<b>99.99</b>	<b>0.01</b>

Resolution 5 - Authority to Board of Directors for creation of charges / mortgages (Special Resolution)								
	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	12	298087074	298068384	99.99	298068384	0	100.00	0.00
Public - Institutional holders	16	26503341	23967004	90.43	23967004	0	100.00	0.00
Public-Others	121	142017892	1245195	0.88	1199521	45674	96.33	3.67
<b>Total</b>	<b>149</b>	<b>466608307</b>	<b>323280583</b>	<b>69.28</b>	<b>323234909</b>	<b>45674</b>	<b>99.99</b>	<b>0.01</b>



*A.S. Deshika*



*K. S. Deshpande*

**Resolution 6 - Enabling resolution for raising additional long term funds through Further Issue of Securities upto Rs. 1,000 Crores (Special Resolution)**

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	12	298087074	298068384	99.99	298068384	0	100.00	0.00
Public - Institutional holders	16	26503341	23967004	90.43	22360773	1606231	93.30	6.70
Public-Others	120	142017892	1244185	0.88	1214612	29573	97.62	2.38
<b>Total</b>	<b>148</b>	<b>466608307</b>	<b>323279573</b>	<b>69.28</b>	<b>321643769</b>	<b>1635804</b>	<b>99.49</b>	<b>0.51</b>

**Resolution 7 - Appointment of Ms. K. Hemalatha as a Director (Ordinary Resolution)**

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	12	298087074	298068384	99.99	298068384	0	100.00	0.00
Public - Institutional holders	16	26503341	23967004	90.43	23967004	0	100.00	0.00
Public-Others	121	142017892	1245555	0.88	1244712	843	99.93	0.58
<b>Total</b>	<b>149</b>	<b>466608307</b>	<b>323280943</b>	<b>69.28</b>	<b>323280100</b>	<b>843</b>	<b>99.9997</b>	<b>0.01</b>

**Resolution 8 - Re-appointment and remuneration of Mr. Vivek Nair as Chairman & Managing Director for a period of 5 years (Special Resolution)**

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	11	298087074	297590924	99.83	237590924	0	100.00	0.00
Public - Institutional holders	12	26503341	2106231	7.95	2106231	0	100.00	0.00
Public-Others	121	142017892	1245450	0.88	1217142	28308	99.39	2.27
<b>Total</b>	<b>144</b>	<b>466608307</b>	<b>300942605</b>	<b>64.50</b>	<b>300914297</b>	<b>28308</b>	<b>99.99</b>	<b>0.01</b>

**Resolution 9 - Re-appointment and remuneration of Mr. Dinesh Nair as Co-Chairman & Managing Director for a period of 5 years (Special Resolution)**

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	11	298087074	297694334	99.87	297694334	0	100.00	0.00
Public - Institutional holders	12	26503341	2106231	7.95	2106231	0	100.00	0.00
Public-Others	122	142017892	1245460	0.88	1219002	26458	97.88	2.12
<b>Total</b>	<b>145</b>	<b>466608307</b>	<b>301046025</b>	<b>64.52</b>	<b>301019567</b>	<b>26458</b>	<b>99.99</b>	<b>0.01</b>

**Resolution 10 - Re-appointment and remuneration of Mr. Krishna Deshika as Director - Finance & CFO for a period of 5 years (Special Resolution)**

	Total Ballot Forms	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter/Public								
Promoter and Promoter Group	12	298087074	298068384	99.99	297768384	300000	99.90	0.10
Public - Institutional holders	12	26503341	2106231	7.95	2106231	0	100.00	0.00
Public-Others	123	142017892	1245980	0.88	1201073	44887	96.40	3.60
<b>Total</b>	<b>147</b>	<b>466608307</b>	<b>301420575</b>	<b>64.60</b>	<b>301075688</b>	<b>344887</b>	<b>99.89</b>	<b>0.11</b>

Mr. Vivek Nair,  
Chairman,  
Hotel Leelaventure Limited  
Mumbai

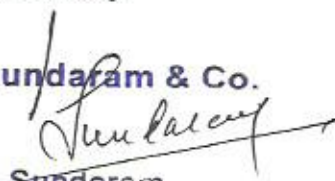
Sub: Consolidated summary of the Results of the Voting on the resolutions (including remote e-Voting and Ballot at AGM) passed at the Annual General Meeting of Hotel Leelaventure Limited held on 22<sup>nd</sup> September, 2015 at Mumbai.

Item no. of Notice	Votes in favour of the resolution			Votes against the resolution		
	Numbers		% of total votes cast	Numbers		% of total votes cast
	Persons	Votes		Persons	Votes	
1	143	323259165	99.99	08	22183	0.01
2	134	322954085	99.90	15	324961	0.10
3	139	323256459	99.99	11	24589	0.01
4	127	323216594	99.99	21	43304	0.01
5	130	323234909	99.99	19	45674	0.01
6	121	321643769	99.49	27	1635804	0.51
7	137	323280100	99.99	12	843	0.01
8	125	300914297	99.99	19	28308	0.01
9	126	301019567	99.99	19	26458	0.01
10	127	301075688	99.89	20	344887	0.11

Yours faithfully,

Place: Mumbai  
Date: 22<sup>nd</sup> September, 2015.

For **V. Sundaram & Co.**

  
**V. Sundaram**  
Company Secretary  
CP No.: 3373

FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

Mr. Vivek Nair,  
Chairman,  
Hotel Leelaventure Limited  
Mumbai

Sub: Annual General Meeting of the Shareholders of Hotel Leelaventure Limited held on Tuesday, 22<sup>nd</sup> September, 2015 at Mumbai, Maharashtra.

Dear Sir,

I, V. Sundaram, Practicing Company Secretary, was appointed by the Board of Directors of Hotel Leelaventure Limited as Scrutinizer vide its resolution dated 27<sup>th</sup> May, 2015, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote electronic voting process and to scrutinize the physical ballot forms received from the shareholders through mail and at the venue in respect of the below mentioned resolutions, at the Annual General Meeting of the Shareholders of Hotel Leelaventure Limited, to be held on Tuesday, 22<sup>nd</sup> September, 2015 at Mumbai, for which we submit our report as under:

1. The remote e-voting period remained open from Saturday, 19<sup>th</sup> September, 2015 (09.00 a.m) to Monday, 21<sup>st</sup> September, 2015 (5.00 p.m.) both days inclusive.
2. The shareholders holding shares as on "cut off" date, i.e. 15<sup>th</sup> September, 2015 were entitled to vote on the proposed resolutions.
3. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the remote e-voting website of NSDL.
4. After the closing of the poll as announced by the Chairman, ballot box kept for polling was locked in our presence with due identification marks placed by us.
5. The locked ballot box was subsequently opened by us in the presence of two witnesses, Mr. Kaushal Doshi and Mr. Abraham K George who are not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained

7



BALAJI STAR COMPUTERS (Certified Filing Centre)

# 19, Neptune, 29 EMP, Near Gundecha High School, Thakur Village, Kandivli (E), Mumbai - 400 101.

Tel.: +22 2885 0220 • E-mail : vsundaramfcs@yahoo.com

by the Registrar and Transfer Agents/ the Company and the authorizations / proxies lodged with the Company.

6. We did not find any poll paper which was incomplete, invalid and/or defective.
7. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballot paper thru mail and at the meeting is conducted in a fair and transparent manner and to render a consolidated report of the total votes cast in favour and against to the Chairman/Authorised person on the resolutions, based on the reports generated from the remote e-voting system provided by NDSL and the report generated electronically for voting by use of ballot paper at the meeting.
8. The result of the Ballot held at the aforesaid Annual General Meeting as well as remote e-Voting are as under:

Resolution 1:

Adoption of Annual Accounts and Reports thereon for the financial year ended 31<sup>st</sup> March, 2015.

- (i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	85	2190271	--
Postal Ballot	02	375000	--
Physical	56	320693894	--
<b>Total</b>	<b>143</b>	<b>323259165</b>	<b>99.99</b>

- (ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	07	22173	--
Postal Ballot	00	0	--
Physical	01	10	--
<b>Total</b>	<b>08</b>	<b>22183</b>	<b>0.01</b>





(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	00	00	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	00	00	--

Resolution 2:

To appoint director in place of Mr. Krishna Deshika, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	76	2185181	--
Postal Ballot	01	75000	--
Physical	57	320693904	--
Total	134	322954085	99.90

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	14	24961	--
Postal Ballot	01	300000	--
Physical	00	0	--
Total	15	324961	0.10

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	02	2002	--
Postal Ballot	00	0	--
Physical	00	0	--
Total	02	2002	--



Resolution 3:

Re-appointment of M/s. Picardo & Co., Chartered Accountants, as Statutory Auditors and fixing of their remuneration.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	80	2187555	--
Postal Ballot	02	375000	--
Physical	57	320693904	--
Total	139	323256459	99.99

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	11	24589	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	11	24589	0.01

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	01	100	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	01	100	--

Resolution 4:

Authority to Board of Directors to borrow money in excess of the paid up capital and free reserves under section 180 (1)(c).



(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	68	2147690	--
Postal Ballot	2	375000	--
Physical	57	320693904	--
Total	127	323216594	99.99

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	21	43304	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	21	43304	0.01

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	03	21350	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	03	21350	--

Resolution 5:

Authority to Board of Directors for creation of charges/mortgages under section 180 (1)(a).

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	72	2166015	--
Postal Ballot	2	375000	--
Physical	56	320693894	--
Total	130	323234909	99.99



(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	18	45664	--
Postal Ballot	00	00	--
Physical	01	10	--
Total	19	45674	0.01

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	02	665	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	02	665	--

Resolution 6:

Enabling resolution for raising additional long term funds through Further issue of securities upto Rs.1000 Crores.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	62	574865	--
Postal Ballot	02	375000	--
Physical	57	320693904	--
Total	121	321643769	99.49

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	27	1635804	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	27	1635804	0.51



(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	03	1775	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	03	1775	--

Resolution 7:

Appointment of Ms. K.Hemalatha as a Director

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	78	2211196	--
Postal Ballot	2	375000	--
Physical	57	320693904	--
Total	137	323280100	99.99

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	12	843	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	12	843	0.01

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	02	105	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	02	105	--



Resolution 8:

Re-appointment and remuneration of Mr. Vivek Nair as Chairman & Managing Director for a period of 5 years.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	71	2183626	--
Postal Ballot	02	375000	--
Physical	52	298355671	--
Total	125	300914297	99.99

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	19	28308	--
Postal Ballot	00	00	--
Physical	00	00	--
Total	19	28308	0.01

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	02	510	--
Postal Ballot	00	0	--
Physical	05	22338233	--
Total	07	22338743	--

Resolution 9:

Re-appointment and remuneration of Mr. Dinesh Nair as Co-Chairman & Managing Director for a period of 5 years.



(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	72	2185486	--
Postal Ballot	02	375000	--
Physical	52	298459081	--
Total	126	301019567	99.99

(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	19	26458	--
Postal Ballot	0	0	--
Physical	0	0	--
Total	19	26458	0.01

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	01	500	--
Postal Ballot	00	0	--
Physical	05	22234823	--
Total	06	22235323	--

Resolution 10:

Re-appointment and remuneration of Mr. Krishna Deshika as Director-Finance & CFO for a period of 5 years.

(i) Votes in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	73	2167557	--
Postal Ballot	01	75000	--
Physical	53	298833131	--
Total	127	301075688	99.89



(ii) Votes against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	19	44887	--
Postal Ballot	01	300000	--
Physical	00	0	--
Total	20	344887	0.11

(iii) Abstained from Voting:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast	% of total number of valid votes cast
e-Voting	00	0	--
Postal Ballot	00	0	--
Physical	04	21860773	--
Total	04	21860773	--

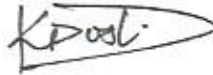
9. The poll papers and all other relevant records were sealed and handed over to the authorized person authorized by the Board for safe keeping.

Thanking you,

Place: Mumbai

Dated: 22<sup>nd</sup> September, 2015.

Witness 1: Mr. Kaushal Doshi



Witness 2: Mr. Abraham K. George



Yours faithfully

For **V. Sundaram & Co.**

  
V. Sundaram  
Company Secretary  
CP No.: 3373