



BSE Limited
First Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
Mumbai 400 001
Kind Attn.: Mr Khushro A. Bulsara
General Manager & Head - Listing
Compliance & Legal Regulatory

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No.C/ 1, G Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051
Kind Attn: Mr Avinash Kharkar
Asst. Vice President
Listing & Compliance

July 30, 2019
Sc -15567

Dear Sirs,

Re: Proceedings and Voting Results of the 74th Annual General Meeting (AGM) of the Tata Motors Limited ("the Company") held on July 30, 2019

We hereby inform that, the 74th AGM of the Company was held on July 30, 2019 at 3:00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai- 400 020. All the items of business contained in the Notice of the AGM dated June 26, 2019, were transacted and passed by the Members with requisite majority.

In this regard, please find enclosed the following:

- i. Summary of the proceedings of the AGM of the Company as required under Regulation 30 and Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulations") - **Annexure A.**
- ii. Consolidated voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations - **Annexure B.**
- iii. The Scrutinizer's Report dated July 30, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure C.**

The Meeting concluded at 6:10 p.m. (IST).

The Voting Results alongwith the Scrutinizer's Report is available on the Company's website at www.tatamotors.com and the National Securities Depository Limited at www.evoting.nsdl.com.

This is for your information and records.

Yours faithfully,
Tata Motors Limited

Hoshang K Sethna
Company Secretary

TATA MOTORS LIMITED

Bombay House 24 Homi Mody Street Mumbai 400 001
Tel 91 22 6665 8282 Fax 91 22 6665 7799
www.tatamotors.com CIN L28920MH1945PLC004520



Annexure A

Summary of proceedings of the 74th Annual General Meeting

The 74th Annual General Meeting (“AGM”) of the Members of Tata Motors Limited (“the Company”) was held on Tuesday, July 30, 2019 at 3:00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020. The AGM was streamed live through webcast for the benefit of the shareholders who could not attend the Meeting in person.

Mr Natarajan Chandrasekaran chaired the Meeting. The requisite quorum being present, the Chairman called the Meeting to order. All the Directors except for Mr Vinesh Jairath, Ms Falguni Nayar and Ms Hanne Sorenson attended the Meeting. The Company’s Auditors and Secretarial Auditors were also present.

With the consent of the Members, the Notice of the Meeting was taken as read. The Members were also informed that the Report of the Auditors and the Secretarial Auditor were unqualified and had no adverse remarks. The Chairman introduced the Union leaders present at the Meeting and acknowledged the contribution of the employees during the year. The Chairman delivered his speech covering Economy, Sector and Company Performance, Opportunities and Challenges in FY 2019-20 and future outlook. This was followed by a presentation by Mr. P B Balaji, Group Chief Financial Officer on the Company’s financials and highlights during the year.

The Chairman informed that the facility of remote e-voting for the Members was made available till Monday, July 29, 2019 and that the facility for electronic ballot had been provided at the AGM venue. Mr P N Parikh (Membership No. FCS 327) of M/s Parikh & Associates, Practicing Company Secretaries was the Scrutinizer appointed by the Board to scrutinize the remote e-voting and voting process at the AGM. The Chairman requested the Members, who were present at the AGM but had not cast their votes by remote e-voting, to cast their vote at the Meeting.

The following resolutions set out in the Notice convening the AGM were proposed and seconded by Members:

Item No.	Details of the Agenda	Resolution required
1	To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2	To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors thereon.	Ordinary
3	To appoint a Director in place of Mr N Chandrasekaran, (DIN: 00121863) who, retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
4	To appoint Ms Vedika Bhandarkar (DIN: 00033808) as a Director and as an Independent Director.	Ordinary
5	To approve the commission to Non-Executive Directors	Ordinary
6	To appoint Branch Auditors.	Ordinary
7	To ratify Cost Auditor’s Remuneration.	Ordinary

The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters. After the Members spoke, the Chairman responded to all their queries.





The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to continue voting. The Chairman authorized the Company Secretary to carry out the voting process and declare the voting results. He informed the Members that the voting results will be made available on the websites of the Company, the National Securities Depository Limited and Stock Exchanges within 48 hours from the conclusion of the Meeting.

The Meeting concluded at 6:10 p.m.

The Scrutinizer's Report was received after the conclusion of the Meeting on July 30, 2019 and as set out therein all the said resolutions were declared passed with the requisite majority.

Yours faithfully,
Tata Motors Limited

A handwritten signature in blue ink, appearing to read 'Hoshang K. Sethna'.

Hoshang K. Sethna
Company Secretary

TATA MOTORS LIMITED											
Date of the ANNUAL GENERAL MEETING				July 30, 2019							
Total number of shareholders on cut-off date (JuLY 23, 2019)				Ordinary Shareholders		11,36,805					
				'A' Ordinary Shareholders		2,01,398					
				Total:		13,38,203					
No. of shareholders present in the Meeting either in person or in proxy:											
Promoters and Promoter Group:				8							
Public:				263							
No. of shareholders attended the Meeting Video Conferencing:				Nil							
Resolution (1)											
Resolution required: (Ordinary / Special)								ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?								NO			
To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [4]=[3]/[2]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [7]=[5]/[3]*100	% of Votes against on votes polled [8]=[6]/[3]*100	Invalid Votes
			[1]	[2]	[3]		[5]	[6]		[9]	
		E-Voting			1107976897	100.00	1107976897	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
1	Promoter and Promoter Group	Total	1108419398	1107976897	1107976897	100.00	1107976897	0	100.00	0.00	0
		E-Voting			885455562	82.81	885455562	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
2	Public - Institutional holders	Total	1413405555	1069239423	885455562	82.81	885455562	0	100.00	0.00	0
		E-Voting			348861448	45.84	348649793	211655	99.94	0.06	0
		Poll			253239	0.03	215610	37629	85.14	14.86	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
3	Public-Others	Total	874026112	760982600	349114687	45.88	348865403	249284	99.93	0.07	0
		E-Voting			2342293907	79.72	2342082252	211655	99.99	0.01	0
		Poll			253239	0.01	215610	37629	85.14	14.86	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
	Total	Total	3395851065	2938198920	2342547146	79.73	2342297862	249284	99.99	0.01	0



Hoshangh...

TATA MOTORS LIMITED											
Resolution (2)											
Resolution required: (Ordinary / Special)							ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?							NO				
To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors thereon.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [4]=[3]/(2)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [7]=[5]/(3)*100	% of Votes against on votes polled [8]=[6]/(3)*100	Invalid Votes
			[1]	[2]	[3]		[5]	[6]			[9]
1	Promoter and Promoter Group	E-Voting	1108419398	1107976897	1107976897	100.00	1107976897	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			1107976897	100.00	1107976897	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1413405555	1069239423	885455562	82.81	885455562	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			885455562	82.81	885455562	0	100.00	0.00	0
3	Public-Others	E-Voting	874026112	760982600	348875349	45.85	348680953	194396	99.94	0.06	0
		Poll			253239	0.03	215610	37629	85.14	14.86	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			349128588	45.88	348896563	232025	99.93	0.07	0
Total	Total	E-Voting	3395851065	2938198920	2342307808	79.72	2342113412	194396	99.99	0.01	0
		Poll			253239	0.01	215610	37629	85.14	14.86	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			2342561047	79.73	2342329022	232025	99.99	0.01	0


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Resolution (3)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

To appoint a Director in place of Mr N Chandrasekaran (DIN: 00121863) who, retires by rotation and being eligible, offers himself for re-appointment.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [4]=[3]/(2)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [7]=[5]/(3)*100	% of Votes against on votes polled [8]=[6]/(3)*100	Invalid Votes
			[1]	[2]	[3]		[5]	[6]			[9]
1	Promoter and Promoter Group	E-Voting	1108419398	1107976897	1107976897	100.00	1107976897	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			1107976897	100.00	1107976897	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1413405555	1069239423	891261149	83.35	869023162	22237987	97.50	2.50	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			891261149	83.35	869023162	22237987	97.50	2.50	0
3	Public-Others	E-Voting	874026112	760982600	349371716	45.91	339900980	9470736	97.29	2.71	0
		Poll			253246	0.03	215617	37629	85.14	14.86	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			349624962	45.94	340116597	9508365	97.28	2.72	0
Total		E-Voting	3395851065	2938198920	2348609762	79.93	2316901039	31708723	98.65	1.35	0
		Poll			253246	0.01	215617	37629	85.14	14.86	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			2348863008	79.94	2317116656	31746352	98.65	1.35	0



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TATA MOTORS LIMITED

Resolution (4)

Resolution required: (Ordinary / Special)

ORDINARY

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

To appoint Ms Vedika Bhandarkar (DIN: 00033808) as a Director and as an Independent Director.

	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [4]=[3]/(2)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [7]=[5]/(3)]*100	% of Votes against on votes polled [8]=[6]/(3)]*100	Invalid Votes
			[1]	[2]	[3]		[5]	[6]			[9]
1	Promoter and Promoter Group	E-Voting	1108419398	1107976897	1107976897	100.00	1107976897	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			1107976897	100.00	1107976897	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1413405555	1069239423	888764101	83.12	888310227	453874	99.95	0.05	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			888764101	83.12	888310227	453874	99.95	0.05	0
3	Public-Others	E-Voting	874026112	760982600	349353763	45.91	348567762	786001	99.78	0.22	0
		Poll			253246	0.03	215417	37829	85.06	14.94	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			349607009	45.94	348783179	823830	99.76	0.24	0
Total	Total	E-Voting	3395851065	2938198920	2346094761	79.85	2344854886	1239875	99.95	0.05	0
		Poll			253246	0.01	215417	37829	85.06	14.94	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			2346348007	79.86	2345070303	1277704	99.95	0.05	0



TATA MOTORS LIMITED											
Resolution (5)											
Resolution required: (Ordinary / Special)							ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?							NO				
To pay commission to the Non-Executive Directors including Independent Directors within the overall maximum limit of 1% of the net profits of the Company for that financial year.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [4]=[3]/(2)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [7]=[5]/(3)*100	% of Votes against on votes polled [8]=[6]/(3)*100	Invalid Votes
			[1]	[2]	[3]		[5]	[6]			[9]
1	Promoter and Promoter Group	E-Voting	1108419398	1107976897	1107976897	100.00	1107976897	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			1107976897	100.00	1107976897	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1413405555	1069239423	888764101	83.12	887759999	1004102	99.89	0.11	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			888764101	83.12	887759999	1004102	99.89	0.11	0
3	Public-Others	E-Voting	874026112	760982600	349358895	45.91	346512088	2846807	99.19	0.81	0
		Poll			253146	0.03	208305	44841	82.29	17.71	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			349612041	45.94	346720393	2891648	99.17	0.83	0
Total	Total	E-Voting	3395851065	2938198920	2346099893	79.85	2342248984	3850909	99.84	0.16	0
		Poll			253146	0.01	208305	44841	82.29	17.71	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			2346353039	79.86	2342457289	3895750	99.83	0.17	0



TATA MOTORS LIMITED											
Resolution (6)											
Resolution required: (Ordinary / Special)								ORDINARY			
Whether promoter/ promoter group are interested in the agenda/resolution?								NO			
To appoint Branch Auditors.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [4]=[3]/(2)*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [7]=[5]/(3)*100	% of Votes against on votes polled [8]=[6]/(3)*100	Invalid Votes
			[1]	[2]	[3]		[5]	[6]			[9]
1	Promoter and Promoter Group	E-Voting	1108419398	1107976897	1107976897	100.00	1107976897	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			1107976897	100.00	1107976897	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1413405555	1069239423	891261149	83.35	891261149	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			891261149	83.35	891261149	0	100.00	0.00	0
3	Public-Others	E-Voting	874026112	760982600	349349606	45.91	348766607	582999	99.83	0.17	0
		Poll			253246	0.03	215617	37629	85.14	14.86	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			349602852	45.94	348982224	620628	99.82	0.18	0
Total	Total	E-Voting	3395851065	2938198920	2348587652	79.93	2348004653	582999	99.98	0.02	0
		Poll			253246	0.01	215617	37629	85.14	14.86	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			2348840898	79.94	2348220270	620628	99.97	0.03	0



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TATA MOTORS LIMITED											
Resolution (7)											
Resolution required: (Ordinary / Special)							ORDINARY				
Whether promoter/ promoter group are interested in the agenda/resolution?							NO				
To ratify Cost Auditor's Remuneration for financial year ending March 31, 2020.											
	Promoter/Public	Mode of Voting	Total No. of Shares Held	Total No. of Votes on 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	Invalid Votes
			[1]	[2]	[3]	$[4]=\frac{[3]}{[2]}\times 100$	[5]	[6]	$[7]=\frac{[5]}{[3]}\times 100$	$[8]=\frac{[6]}{[3]}\times 100$	[9]
1	Promoter and Promoter Group	E-Voting	1108419398	1107976897	1107976897	100.00	1107976897	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			1107976897	100.00	1107976897	0	100.00	0.00	0
2	Public - Institutional holders	E-Voting	1413405555	1069239423	891261149	83.35	891261149	0	100.00	0.00	0
		Poll			0	0.00	0	0	0.00	0.00	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			891261149	83.35	891261149	0	100.00	0.00	0
3	Public-Others	E-Voting	874026112	760982600	349247647	45.89	348816988	430659	99.88	0.12	0
		Poll			253246	0.03	215617	37629	85.14	14.86	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			349500893	45.93	349032605	468288	99.87	0.13	0
Total	Total	E-Voting	3395851065	2938198920	2348485693	79.93	2348055034	430659	99.98	0.02	0
		Poll			253246	0.01	215617	37629	85.14	14.86	0
		Postal Ballot (if applicable)			0	0.00	0	0	0.00	0.00	0
		Total			2348738939	79.94	2348270651	468288	99.98	0.02	0



H. K. J. S. S.

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To,
The Chairman
Tata Motors Limited
Bombay House,
24 Homi Mody Street,
Mumbai - 400001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting by electronic ballot system at the Annual General Meeting of Tata Motors Limited held on Tuesday, July 30, 2019 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Sir Vithaldas Thackersey Marg, Mumbai 400 020.

I, P. N. Parikh, of. Parikh & Associates, Practicing Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Tata Motors Limited, pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, for the purpose of scrutinizing remote e-voting process and voting by electronic ballot system in respect of the below mentioned resolutions proposed at the 74th Annual General Meeting (AGM) of Tata Motors Limited held on Tuesday, July 30, 2019 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 30, 2019.

The Notice dated June 26, 2019 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company.

The Company had availed the remote e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The Company had also provided voting through electronic ballot system to the shareholders present at the AGM and who had not cast their vote earlier by remote e-voting facility.



The shareholders of the company holding shares as on the "cut-off" date of July 23, 2019 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on Saturday, July 27, 2019 at 09:00 a.m. (IST) and ended on Monday, July 29, 2019 at 05:00 p.m. (IST) and the NSDL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done through electronic ballot system at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic ballot system at the meeting on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic ballot system at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and voting by electronic ballot system at the AGM in respect of the said resolutions.



Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	2,333	2,31,50,20,647	
'A' Ordinary Shares*	499	2,72,77,215	
Total	2,832	2,34,22,97,862	99.99

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	70	2,48,958	
'A' Ordinary Shares*	11	326	
Total	81	2,49,284	0.01

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
Ordinary Shares	NIL	NIL
'A' Ordinary Shares*	NIL	NIL
Total	NIL	NIL



Resolution 2: Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	2,326	2,31,50,51,822	
'A' Ordinary Shares*	497	2,72,77,200	
Total	2,823	2,34,23,29,022	99.99

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	68	2,31,684	
'A' Ordinary Shares*	13	341	
Total	81	2,32,025	0.01

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
Ordinary Shares	NIL	NIL
'A' Ordinary Shares*	NIL	NIL
Total	NIL	NIL



Resolution 3: Ordinary Resolution

To appoint a Director in place of Mr. N Chandrasekaran (DIN:00121863) who, retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	2,182	2,28,98,95,780	
'A' Ordinary Shares*	480	2,72,20,876	
Total	2,662	2,31,71,16,656	98.65

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	221	3,16,89,617	
'A' Ordinary Shares*	31	56,735	
Total	252	3,17,46,352	1.35

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
Ordinary Shares	NIL	NIL
'A' Ordinary Shares*	NIL	NIL
Total	NIL	NIL



Resolution 4: Ordinary Resolution

Appointment of Ms. Vedika Bhandarkar (DIN:00033808) as a Director and as an Independent Director.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	2,215	2,31,82,61,708	
'A' Ordinary Shares*	475	2,68,08,595	
Total	2,690	2,34,50,70,303	99.95

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	182	12,76,893	
'A' Ordinary Shares*	30	811	
Total	212	12,77,704	0.05

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
Ordinary Shares	NIL	NIL
'A' Ordinary Shares*	NIL	NIL
Total	NIL	NIL



Resolution 5: Ordinary Resolution

Commission to Non-Executive Directors.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	1,909	2,31,56,50,973	
'A' Ordinary Shares*	422	2,68,06,316	
Total	2,331	2,34,24,57,289	99.83

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	494	38,92,684	
'A' Ordinary Shares*	86	3,066	
Total	580	38,95,750	0.17

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
Ordinary Shares	NIL	NIL
'A' Ordinary Shares*	NIL	NIL
Total	NIL	NIL



Resolution 6: Ordinary Resolution

Appointment of Branch Auditors.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	2,325	2,32,09,43,124	
'A' Ordinary Shares*	498	2,72,77,146	
Total	2,823	2,34,82,20,270	99.97

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	85	6,20,281	
'A' Ordinary Shares*	12	347	
Total	97	6,20,628	0.03

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
Ordinary Shares	NIL	NIL
'A' Ordinary Shares*	NIL	NIL
Total	NIL	NIL



Resolution 7: Ordinary Resolution

Ratification of Cost Auditor's Remuneration.

(i) Voted **in favour** of the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	2,243	2,32,09,93,913	
'A' Ordinary Shares*	481	2,72,76,738	
Total	2,724	2,34,82,70,651	99.98

(ii) Voted **against** the resolution:

	Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
Ordinary Shares	163	4,67,500	
'A' Ordinary Shares*	29	788	
Total	192	4,68,288	0.02

(iii) **Invalid** votes:

	Number of members voted	Number of invalid votes cast by them
Ordinary Shares	NIL	NIL
'A' Ordinary Shares*	NIL	NIL
Total	NIL	NIL

*Each 'A' Ordinary shareholder is entitled to one vote for every ten 'A' Ordinary shares held.

Shareholders who have split their votes "assent" as well as "dissent", while their votes are taken as cast, they have been counted only once for the purpose of number of members under the head "assent".

Thanking you,
Yours faithfully,



P. N. Parikh
Parikh & Associates
Practising Company Secretaries

FCS: 327 CP No.: 1228
111, 11th Floor, Sai Dwar CHS Ltd.,
Sab TV Lane, Opp. Laxmi Indl. Estate,
Off Link Road, Above Shabari Restaurant,
Andheri West, Mumbai – 400053



Place: Mumbai, Dated: July 30, 2019