

Report under Clause 35A of Listing Agreement

Details of business transacted at the 24th Annual general Meeting of the Company are furnished below:

- Date of the AGM: 11th September, 2014
- Total numbers of shareholders on record date: 38168
(i.e. 1st August, 2014 - cut off date for e-voting purpose)

No. of shareholders present in the meeting either in person or in proxy:

| | |
|-----------------------------|----|
| Promoter and Promoter Group | 4 |
| Public | 91 |

No. of Shareholders attended the meeting through video conferencing:

| | |
|-----------------------------|--------------|
| Promoter and Promoter Group | Not Arranged |
| Public | |

Details of Agenda

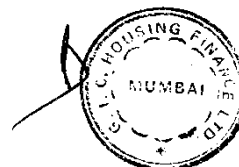
The following businesses were transacted by the shareholders:

Mode of voting: E-voting, Ballot and Poll

Resolution Item No. 1

To receive, consider and adopt the audited Annual Financial Statements for the year ended on 31st March 2014 together with the Reports of the Directors and Auditors thereon.

| 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 | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |



| | | | | | | | |
|--------------------------------|----------|----------|-------|----------|-----|-------|--------|
| Promoter Group | | | | | | | |
| Public - Institutional holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public-Others | 24381771 | 103546 | 0.42 | 103446 | 100 | 99.90 | 0.10 |
| Total | 53851066 | 26405207 | 49.03 | 26405107 | 100 | 99.99 | 0.0003 |

Resolution Item No. 2

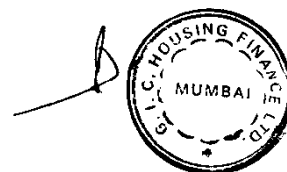
To declare dividend on Equity Shares for the financial year ended on 31st March, 2014.

| 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 | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |
| Public - Institutional holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public-Others | 24381771 | 103546 | 0.42 | 102721 | 825 | 99.20 | 0.80 |
| Total | 53851066 | 26405207 | 49.03 | 26404382 | 825 | 99.99 | 0.003 |

Resolution Item No. 3

To appoint a Director in place of Shri G. Srinivasan (DIN 01876234), who retires by rotation and, being eligible, offers himself for re-appointment

| 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)= | (4) | (5) | (6)= | (7)= |
| | | | | | | | |



| | | | $[(2)/(1)]*100$ | | | $[(4)/(2)]*100$ | $[(5)/(2)]*100$ |
|--------------------------------|----------|----------|-----------------|----------|------|-----------------|-----------------|
| Promoter and Promoter Group | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |
| Public - Institutional holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public-Others | 24381771 | 103505 | 0.42 | 102251 | 1254 | 98.79 | 1.21 |
| Total | 53851066 | 26405166 | 49.03 | 26403912 | 1254 | 99.99 | 0.004 |

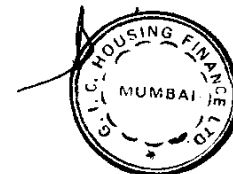
Resolution Item No. 4

To appoint a Director in place of Shri N. Mohan (DIN 03447546), who retires by rotation and, being eligible, offers himself for re-appointment.

| 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 | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |
| Public - Institutional holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public-Others | 24381771 | 103546 | 0.42 | 102616 | 930 | 99.10 | 0.90 |
| Total | 53851066 | 26405207 | 49.03 | 26404277 | 930 | 99.99 | 0.003 |

Resolution Item No. 5

To re-appoint M/s CNK & Associates, LLP, Chartered Accountants, Mumbai, as Statutory Auditors of the Company to hold office for 5 (Five) years, from the conclusion of this Annual General Meeting up to the conclusion of 29th Annual General Meeting of the Company.



| 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 | 22328424 | 22328424 | 100 | 15397400 | 6931024 | 68.96 | 31.04 |
| Public - Institutiona l holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public- Others | 24381771 | 103346 | 0.42 | 71882 | 31464 | 69.55 | 30.44 |
| Total | 53851066 | 26405007 | 49.03 | 19442519 | 6962488 | 73.63 | 26.37 |

Resolution Item No. 6:

To appoint Mrs. Mona Mukund Bhide (DIN 05203026) as Independent Director up to the conclusion of 28th Annual General Meeting of the Company.

| 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 | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |
| Public - Institutiona l holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public- Others | 24381771 | 103471 | 0.42 | 101278 | 2193 | 97.88 | 2.12 |
| Total | 53851066 | 26405132 | 49.03 | 26402939 | 2193 | 99.99 | 0.008 |



Resolution Item No. 7:

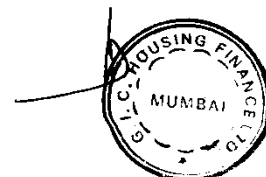
To appoint Shri V. Ramasamy (DIN 00490988) as Independent Director up to the conclusion of 28th Annual General Meeting of the Company.

| 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 | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |
| Public - Institutiona l holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public- Others | 24381771 | 103546 | 0.42 | 101129 | 2417 | 97.67 | 2.33 |
| Total | 53851066 | 26405207 | 49.03 | 26402790 | 2417 | 99.99 | 0.009 |

Resolution Item No. 8:

To appoint Shri Kamlesh Shivji Vikamsey (DIN 00059620), as Independent Director up to the conclusion of 28th Annual General Meeting of the Company.

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstandi ng 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 | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |
| Public - Institutiona l holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |



| | | | | | | | |
|-------------------|----------|----------|-------|----------|------|-------|-------|
| Public- Others | 24381771 | 103546 | 0.42 | 101129 | 2417 | 97.67 | 2.33 |
| Total | 53851066 | 26405207 | 49.03 | 26402790 | 2417 | 99.99 | 0.009 |

Resolution Item No. 9:

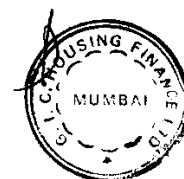
Authority to increase in the Borrowing powers of the Company not exceeding the sum of Rs. 8000 Crores under section 180(1)(c) of the Companies Act, 2013.

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstandin g 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 | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |
| Public - Institutiona l holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public- Others | 24381771 | 103546 | 0.42 | 102721 | 825 | 99.20 | 0.80 |
| Total | 53851066 | 26405207 | 49.03 | 26404382 | 825 | 99.99 | 0.003 |

Resolution Item No. 10:

Authority for Creation of Charge on Movable and Immovable properties of the Company, both present and future, under section 180(1)(a) of the Companies Act, 2013.

| 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)]*10 0 | (7)= [(5)/(2)]* 100 |
| Promoter and Promoter | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |



| Group | | | | | | | |
|--------------------------------|----------|----------|-------|----------|------|-------|-------|
| Public - Institutional holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public-Others | 24381771 | 103509 | 0.42 | 101019 | 2490 | 97.60 | 2.40 |
| Total | 53851066 | 26405170 | 49.03 | 26402680 | 2490 | 99.99 | 0.009 |

Resolution Item No. 11: Special Resolution

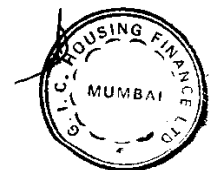
Approval for Alteration of the Articles of the Company.

| 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 | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |
| Public - Institutional holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public-Others | 24381771 | 103546 | 0.42 | 100624 | 2922 | 97.18 | 2.82 |
| Total | 53851066 | 26405207 | 49.03 | 26402285 | 2922 | 99.99 | 0.011 |

Resolution Item No. 12: Special Resolution

Approval for making offer(s) or invitation(s) to subscribe to Non Convertible Debentures(NCDs) of Rs. 200 Crores in one or more series/tranches on a Private Placement.



| 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 | 22328424 | 22328424 | 100 | 22328424 | 0 | 100 | 0 |
| Public - Institutional holders | 7140871 | 3973237 | 55.64 | 3973237 | 0 | 100 | 0 |
| Public- Others | 24381771 | 103646 | 0.43 | 100486 | 3160 | 96.95 | 3.05 |
| Total | 53851066 | 26405307 | 49.03 | 26402147 | 3160 | 99.99 | 0.012 |

Thanking you,

Yours faithfully,



S. Sridharan
Sr. Vice President & Company Secretary

Place: Mumbai

Date: 11th September, 2014