



## Hindustan Oil Exploration Company Limited

'Lakshmi Chambers', 192, St. Mary's Road, Alwarpet, Chennai - 600 018. INDIA.

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28<sup>th</sup> September, 2015

By email

<b>The Listing Department</b> The National Stock Exchange of India Ltd., "EXCHANGE PLAZA", Bandra Kurla Complex, Bandra (East), MUMBAI – 400 051 Stock Code: HINDOILEXP	<b>The Corporate Relationship Department</b> BSE Limited, 1st Floor, P. Jeejeebhoy Towers, Dalal Street, MUMBAI – 400 001 Stock Code: 500186
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Dear Sir

**Sub: Outcome of 31<sup>st</sup> AGM held on 25<sup>th</sup> September, 2015**

**Ref: Our letter dated 25<sup>th</sup> September, 2015**

In continuation of the aforesaid letter, this is to inform you that, the 31<sup>st</sup> Annual General Meeting of the Company held on Friday the 25<sup>th</sup> day of September, 2015 at 'Tropicana Hall', The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara – 390020.

Please find below the disclosure under Clause 35A of the Listing Agreement:

Date of Annual General Meeting: 25.09.2015

Total no. of shareholders on record date: 86265

No. of shareholders present in the meeting either in person or through proxy: 111

Promoters and Promoter Group: Nil

Public: 111

No. of Shareholders attended the meeting through Video Conferencing: NA

### Details of the Agenda:

#### Item no. 1:

Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the reports of the Directors' and Auditor's thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015.

Resolution required: Ordinary

Mode of voting: Poll / e-voting

#### Item no. 2:

To appoint a Director in place of Mr. Guido Papetti (DIN: 06616547), who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: Ordinary

Mode of voting: Poll / e-voting

**Item no. 3:**

To appoint a Director in place of Mr. Paolo Ceddia (DIN: 06638260), who retires by rotation and being eligible offers for re-appointment

Resolution required: Ordinary

Mode of voting: Poll / e-voting

**Item no. 4:**

To appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors and authorise the board to fix their remuneration

Resolution required: Ordinary

Mode of voting: Poll / e-voting

**Item no. 5:**

To approve and ratify the remuneration of the Cost Auditor for the year ending March 31, 2016

Resolution required: Ordinary

Mode of voting: Poll / e-voting

**Item no. 6:**

To appoint Mr. Sunil Behari Mathur (DIN: 00013239) as an Independent Director for a period of 5 years

Resolution required: Special

Mode of voting: Poll / e-voting

**Item no. 7:**

To appoint Ms. Sharmila Amin (DIN: 06770401) as an Independent Director for a period of 5 years

Resolution required: Ordinary

Mode of voting: Poll / e-voting

**Item no. 8:**

To appoint Mr. Elango Pandarinathan (DIN: 06475821) as a Director

Resolution required: Ordinary

Mode of voting: Poll / e-voting

**Item no. 9:**

To appoint Mr. Elango Pandarinathan (DIN: 06475821) as Managing Director for a period of 3 years

Resolution required: Special

Mode of voting: Poll / e-voting

**Item no. 10:**

To appoint Mr. Ramasamy Jeevanandam (DIN: 07046442) as a Director

Resolution required: Ordinary

Mode of voting: Poll / e-voting

**Item no. 11:**

To appoint Mr. Ramasamy Jeevanandam (DIN: 07046442) as Whole-time Director & Chief Financial Officer for a period of 3 years

Resolution required: Special  
Mode of voting: Poll / e-voting

**Item no. 12:**

To consider and approve the Associate Stock Option Plan 2015

Resolution required: Special  
Mode of voting: Poll / e-voting

**Item no. 13:**

To consider and approve the grant of Employee Stock Options to issue securities of exceeding 1% of the issued capital of the Company during any one financial year to eligible associates under ASOP 2015

Resolution required: Special  
Mode of voting: Poll / e-voting

**Item no. 14:**

To consider fixing of borrowing limits for the Company

Resolution required: Special  
Mode of voting: Poll / e-voting

**Item no. 15:**

To consider the creation of charges

Resolution required: Special  
Mode of voting: Poll / e-voting

**Item no. 16:**

To consider the raising Capital

Resolution required: Special  
Mode of voting: Poll / e-voting

**Item no. 17:**

To consider ratification of the remuneration paid to Mr. Manish Maheshwari in his capacity as a Managing Director

Resolution required: Special  
Mode of voting: Poll / e-voting



Date of declaration of results: 28.09.2015

Reso. No.	Category	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
1	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14856030	22.67	14850399	5631	99.96	0.04
	<b>Total</b>	<b>130493289</b>	<b>76425164</b>	<b>58.57</b>	<b>76419533</b>	<b>5631</b>	<b>99.99</b>	<b>0.01</b>
2	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14856030	22.67	14843217	12813	99.91	0.09
	<b>Total</b>	<b>130493289</b>	<b>76425164</b>	<b>58.57</b>	<b>76412351</b>	<b>12813</b>	<b>99.98</b>	<b>0.02</b>
3	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14856030	22.67	14843241	12789	99.91	0.09
	<b>Total</b>	<b>130493289</b>	<b>76425164</b>	<b>58.57</b>	<b>76412375</b>	<b>12789</b>	<b>99.98</b>	<b>0.02</b>
4	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14856030	22.67	14850175	5855	99.96	0.04
	<b>Total</b>	<b>130493289</b>	<b>76425164</b>	<b>58.57</b>	<b>76419309</b>	<b>5855</b>	<b>99.99</b>	<b>0.01</b>
5	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855748	22.67	14850116	5632	99.96	0.04
	<b>Total</b>	<b>130493289</b>	<b>76424882</b>	<b>58.57</b>	<b>76419250</b>	<b>5632</b>	<b>99.99</b>	<b>0.01</b>
6	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00



	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855770	22.67	14848844	6926	99.95	0.05
	<b>Total</b>	<b>130493289</b>	<b>76424904</b>	<b>58.57</b>	<b>76417978</b>	<b>6926</b>	<b>99.99</b>	<b>0.01</b>
7	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855773	22.67	14848848	6925	99.95	0.05
	<b>Total</b>	<b>130493289</b>	<b>76424907</b>	<b>58.57</b>	<b>76417982</b>	<b>6925</b>	<b>99.99</b>	<b>0.01</b>
8	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855770	22.67	14849020	6750	99.95	0.05
	<b>Total</b>	<b>130493289</b>	<b>76424904</b>	<b>58.57</b>	<b>76418154</b>	<b>6750</b>	<b>99.99</b>	<b>0.01</b>
9	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855623	22.67	14848833	6790	99.95	0.05
	<b>Total</b>	<b>130493289</b>	<b>76424757</b>	<b>58.57</b>	<b>76417967</b>	<b>6790</b>	<b>99.99</b>	<b>0.01</b>
10	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855530	22.67	14848804	6726	99.95	0.05
	<b>Total</b>	<b>130493289</b>	<b>76424664</b>	<b>58.57</b>	<b>76417938</b>	<b>6726</b>	<b>99.99</b>	<b>0.01</b>
11	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855773	22.67	14849023	6750	99.95	0.05
	<b>Total</b>	<b>130493289</b>	<b>76424907</b>	<b>58.57</b>	<b>76418157</b>	<b>6750</b>	<b>99.99</b>	<b>0.01</b>
12	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00

	Public Others	65513453	14855643	22.67	14843986	11657	99.92	0.08
	<b>Total</b>	<b>130493289</b>	<b>76424777</b>	<b>58.57</b>	<b>76413120</b>	<b>11657</b>	<b>99.98</b>	<b>0.02</b>
13	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855558	22.67	14843509	12049	99.92	0.08
	<b>Total</b>	<b>130493289</b>	<b>76424692</b>	<b>58.57</b>	<b>76412643</b>	<b>12049</b>	<b>99.98</b>	<b>0.02</b>
14	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855773	22.67	14850340	5433	99.96	0.04
	<b>Total</b>	<b>130493289</b>	<b>76424907</b>	<b>58.57</b>	<b>76419474</b>	<b>5433</b>	<b>99.99</b>	<b>0.01</b>
15	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855773	22.67	14848767	7006	99.95	0.05
	<b>Total</b>	<b>130493289</b>	<b>76424907</b>	<b>58.57</b>	<b>76417901</b>	<b>7006</b>	<b>99.99</b>	<b>0.01</b>
16	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855773	22.67	14844342	11431	99.92	0.08
	<b>Total</b>	<b>130493289</b>	<b>76424907</b>	<b>58.57</b>	<b>76413476</b>	<b>11431</b>	<b>99.99</b>	<b>0.01</b>
17	Promoter & Promoter Group	61569134	61569134	100	61569134	0	100	0.00
	Public – Institutional Holders	3410702	0	0.00	0.00	0	0	0.00
	Public Others	65513453	14855257	22.67	14848102	7155	99.95	0.05
	<b>Total</b>	<b>130493289</b>	<b>76424391</b>	<b>58.57</b>	<b>76417236</b>	<b>7155</b>	<b>99.99</b>	<b>0.01</b>



This is for your kind information & records. Kindly acknowledge the receipt.

Thanking you,

Yours faithfully

For HINDUSTAN OIL EXPLORATION COMPANY LIMITED

A handwritten signature in black ink, appearing to read 'R. Jeevanandam', is written over the printed name and title.

R. Jeevanandam  
Director & CFO





S SANDEEP & ASSOCIATES  
Managing Partner

**S SANDEEP & ASSOCIATES**  
Company Secretaries

No. 20, "F" Block, Ground Floor, Gemini Parsn Apts,  
New No. 448, Old No. 599, Cathedral Garden Road,  
(Behind Hotel Palmgrove), Anna Salai,  
Chennai - 600 006. Tel: 044-43057999  
sandeep@sandeep-cs.in  
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**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]

To,

The Chairman of the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Hindustan Oil Exploration Company Limited held on Friday, the 25<sup>th</sup> day of September 2015 at 10:30 a.m. at 'Tropicana Hall', The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020.

Dear Sir,

I, S Sandeep, a Company Secretary in Practice, have been appointed as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Hindustan Oil Exploration Company Limited held on Friday, the 25<sup>th</sup> day of September 2015 at 10:30 a.m. at 'Tropicana Hall', The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
  2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
  3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- OR
4. ~~I did not find any poll papers invalid.~~





5. The result of the Poll is as under:

(a) **Item No. 1: Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the reports of the Directors' and Auditor's thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 (Ordinary Resolution)**

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	13627	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	15	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	279

(b) **Item No. 2: To appoint a Director in place of Mr. Guido Papetti (DIN: 06616547), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)**

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	7604	55.74





II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	6038	44.26

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	279

(c) Item No. 3: To appoint a Director in place of Mr. Paolo Ceddia (DIN: 06638260), who retires by rotation and being eligible offers for re-appointment (Ordinary Resolution)

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
69	7628	55.91

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	6014	44.09

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	279







(d) **Item No. 4: To appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors and authorise the board to fix their remuneration (Ordinary Resolution)**

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
68	13603	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	39	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	279

(e) **Item No. 5: To approve and ratify the remuneration of the Cost Auditor for the year ending March 31, 2016 (Ordinary Resolution)**

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	13369	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	16	0.01





**III. Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

**(f) Item No. 6: To appoint Mr. Sunil Behari Mathur (DIN: 00013239) as an Independent Director for a period of 5 years (Special Resolution)**

**I. Voted in favour of the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	13381	100

**II. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00

**III. Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

**(g) Item No. 7: To appoint Ms. Sharmila Amin (DIN: 06770401) as an Independent Director for a period of 5 years (Ordinary Resolution)**

**I. Voted in favour of the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
63	13385	100





II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

(h) Item No. 8: To appoint Mr. Elango Pandarinathan (DIN: 06475821) as a Director (Ordinary Resolution)

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	13357	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	25	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263







(i) Item No. 9: To appoint Mr. Elango Pandarinathan (DIN: 06475821) as Managing Director for a period of 3 years (Special Resolution)

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
62	13370	99.99

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	15	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

(j) Item No. 10: To appoint Mr. Ramasamy Jeevanandam (DIN: 07046442) as a Director (Ordinary Resolution)

I. Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	13381	100

II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00





**III. Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

**(k) Item No. 11: To appoint Mr. Ramasamy Jeevanandam (DIN: 07046442) as Whole-time Director & Chief Financial Officer for a period of 3 years (Special Resolution)**

**I. Voted in favour of the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	13360	99.99

**II. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	25	0.01

**III. Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

**(l) Item No. 12: To consider and approve the Associate Stock Option Plan 2015 (Special Resolution)**

**I. Voted in favour of the resolution :**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	7239	54.61





**II. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	6016	45.39

**III. Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

(m) Item No. 13: To consider and approve the grant of Employee Stock Options to issue securities of exceeding 1% of the issued capital of the Company during any one financial year to eligible associates under ASOP 2015 (Special Resolution)

**I. Voted in favour of the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	6762	51.34

**II. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	6408	48.66

**III. Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263







**(n) Item No. 14: To consider fixing of borrowing limits for the Company (Special Resolution)**

**I. Voted in favour of the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
66	13369	99.99

**II. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	16	0.01

**III. Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

**(o) Item No. 15: To consider the creation of charges (Special Resolution)**

**I. Voted in favour of the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	13345	99.99

**II. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
3	40	0.01





**III. Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

**(p) Item No. 16: To consider the raising of Capital (Special Resolution)**

**I. Voted in favour of the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
61	7370	55.06

**II. Voted against the resolution:**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	6015	44.94

**III. Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

**(q) Item No. 17: To consider ratification of the remuneration paid to Mr. Manish Maheshwari in his capacity as a Managing Director (Special Resolution)**

**I. Voted in favour of the resolution**

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
58	13163	99.99



II. Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	39	0.01

III. Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
2	263

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / ~~Director authorized by the Board~~ for safe keeping.

Thanking you,

Place: Chennai  
Date: 28<sup>th</sup> September 2015



Yours faithfully,

S Sandeep  
Practicing Company Secretary  
CP No. 5853  
FCS: 5987





S SANDEEP B Com, FCS, LLB  
Managing Partner

**S SANDEEP & ASSOCIATES**  
Company Secretaries

No. 20, "F" Block, Ground Floor, Gemini Parsn Apts,  
New No. 448, Old No. 599, Cathedral Garden Road,  
(Behind Hotel Palmgrove), Anna Salai,  
Chennai - 600 006. Tel: 044-43057999  
sandeep@sandeep-cs.in  
www.sandeep-cs.in

**REPORT OF SCRUTINIZER ON E - VOTING**  
[Pursuant to section 108 of the Companies Act, 2013 and  
Rule 20 of the Companies (Management and Administration)  
Rules, 2014]

To,

The Chairman of the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Hindustan Oil Exploration Company Limited held on Friday, the 25<sup>th</sup> day of September 2015 at 10:30 a.m. at 'Tropicana Hall', The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020.

Dear Sir,

1. I, S Sandeep, a Company Secretary in Practice, have been appointed as the Scrutinizer by the Board of Directors of M/s Hindustan Oil Exploration Company Limited (the "Company") vide resolution dated 10<sup>th</sup> August 2015 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the below mentioned resolution(s) passed at the said Annual General Meeting (AGM) of the Company held on 25<sup>th</sup> September 2015 at 10.30 a.m.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means on the resolution(s) contained in the notice of the 31<sup>st</sup> AGM of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the resolution(s) stated above, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL"), the authorized agency engaged to provide e-voting facilities.
3. Further to the above, I submit my report as under:
  - i. The e-voting period remained open from Monday, 21<sup>st</sup> September, 2015 (9.00 a.m.) to Thursday, 24<sup>th</sup> September, 2015 (5.00 p.m.).
  - ii. The members of the Company as of the "cut-off" date i.e. 18<sup>th</sup> September 2015 were entitled to vote on the resolution(s) as set out in the Notice of the 31<sup>st</sup> AGM of the Company.





- iii. The votes were unblocked on 25<sup>th</sup> September 2015 in the presence of 2 witnesses, Ms Payal C and Ms Josephin Daisy G, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Payal*

*G. Daisy*

- iv. The details containing inter alia, list of members who have voted "for" and "against" the resolution(s) that were put to vote, was generated from the e-voting website of the CDSL i.e. <https://www.evoting.india.com> and based on such reports generated, the result of the e-voting is as under:

**Item No. 1: Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the reports of the Directors' and Auditor's thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
36	76405906	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
6	5616	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00







**Item No. 2: To appoint a Director in place of Mr. Guido Papetti (DIN: 06616547), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
34	76404747	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
8	6775	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 3: To appoint a Director in place of Mr. Paolo Ceddia (DIN: 06638260), who retires by rotation and being eligible offers for re-appointment (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
34	76404747	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
8	6775	0.01







(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 4: To appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors and authorise the board to fix their remuneration (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
35	76405706	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
7	5816	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 5: To approve and ratify the remuneration of the Cost Auditor for the year ending March 31, 2016 (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
35	76405881	99.99





(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
6	5616	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 6: To appoint Mr. Sunil Behari Mathur (DIN: 00013239) as an Independent Director for a period of 5 years (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
34	76404597	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
8	6925	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00





**Item No. 7: To appoint Ms. Sharmila Amin (DIN: 06770401) as an Independent Director for a period of 5 years (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
34	76404597	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
8	6925	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 8: To appoint Mr. Elango Pandarinathan (DIN: 06475821) as a Director (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
35	76404797	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
7	6725	0.01







(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 9: To appoint Mr. Elango Pandarinathan (DIN: 06475821) as Managing Director for a period of 3 years (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
34	76404597	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
7	6775	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 10: To appoint Mr. Ramasamy Jeevanandam (DIN: 07046442) as a Director (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
34	76404557	99.99





(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
7	6725	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 11: To appoint Mr. Ramasamy Jeevanandam (DIN: 07046442) as Whole-time Director & Chief Financial Officer for a period of 3 years (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
35	76404797	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
7	6725	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00





**Item No. 12: To consider and approve the Associate Stock Option Plan 2015 (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
35	76405881	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
7	5641	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 13: To consider and approve the grant of Employee Stock Options to issue securities of exceeding 1% of the issued capital of the Company during any one financial year to eligible associates under ASOP 2015 (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
35	76405881	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
7	5641	0.01







**(iii) Invalid Votes:**

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 14: To consider fixing of borrowing limits for the Company (Special Resolution)**

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

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
36	76406105	99.99

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

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
6	5417	0.01

**(iii) Invalid Votes:**

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 15: To consider the creation of charges (Special Resolution)**

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

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
34	76404556	99.99





(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
8	6966	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

**Item No. 16: To consider the raising of Capital (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
37	76406106	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
5	5416	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00





**Item No. 17: To consider ratification of the remuneration paid to Mr. Manish Maheshwari in his capacity as a Managing Director (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
33	76404073	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
8	7116	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	% of total number of valid votes cast
Nil	0	0.00

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Place: Chennai  
Date: 28<sup>th</sup> September 2015



Yours faithfully,

S Sandeep  
Practicing Company Secretary  
CP No.: 5853  
FCS: 5987





**S SANDEEP B Com, FCS, LLB**  
Managing Partner

**S SANDEEP & ASSOCIATES**  
Company Secretaries

No. 20, "F" Block, Ground Floor, Gemini Parsn Apts,  
New No. 448, Old No. 599, Cathedral Garden Road,  
(Behind Hotel Palmgrove), Anna Salai,  
Chennai - 600 006. Tel: 044-43057999  
sandeep@sandeep-cs.in  
www.sandeep-cs.in

**REPORT OF SCRUTINIZER - COMBINED**  
**(ON E-VOTING & POLL)**

To,

The Chairman of the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of Hindustan Oil Exploration Company Limited held on Friday, the 25<sup>th</sup> day of September 2015 at 10:30 a.m. at 'Tropicana Hall', The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020.

Dear Sir,

1. I, S Sandeep, a Company Secretary in Practice, have been appointed as the Scrutinizer by
  - i. the Board of Directors of M/s Hindustan Oil Exploration Company Limited (the "Company") for the purpose of scrutinizing the e-voting process pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and
  - ii. the Chairman of the 31<sup>st</sup> Annual General Meeting (AGM) for conducting the poll process pursuant to the provisions of section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the 31<sup>st</sup> AGM of the Equity Shareholders of the Company held on Friday, the 25<sup>th</sup> day of September 2015 at 10:30 a.m. at 'Tropicana Hall', The Gateway Hotel Vadodara, Akota Gardens, Akota, Vadodara-390 020.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to e-voting and poll on the resolution(s) contained in the notice of the 31<sup>st</sup> AGM of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favor" or "against" the resolution(s) stated above, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL") the authorized agency engaged to provide e-voting facilities and votes cast at the poll (through physical means) at the AGM.
3. I have issued separate Scrutinizer's Report dated 28<sup>th</sup> September 2015 on the e-voting on the resolution(s) contained in the Notice of AGM and Scrutinizer's Report on Poll in Form MGT-13. As requested by management I submit herewith my combined Report on the results of e-voting together with that of poll as under:





**Item No. 1: Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the reports of the Directors' and Auditor's thereon and the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2015 (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
36	76405906	69	13627	76419533	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
6	5616	1	15	5631	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	5	279	279

## RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.







**Item No. 2: To appoint a Director in place of Mr. Guido Papetti (DIN: 06616547), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
34	76404747	68	7604	76412351	99.98

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
8	6775	2	6038	12813	0.02

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	5	279	279

## RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.







**Item No. 3: To appoint a Director in place of Mr. Paolo Cедdia (DIN: 06638260), who retires by rotation and being eligible offers for re-appointment (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
34	76404747	69	7628	76412375	99.98

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
8	6775	1	6014	12789	0.02

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	5	279	279

## RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 4: To appoint Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors and authorise the board to fix their remuneration (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
35	76405706	68	13603	76419309	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
7	5816	2	39	5855	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	5	279	279

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 5: To approve and ratify the remuneration of the Cost Auditor for the year ending March 31, 2016 (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
35	76405881	61	13369	76419250	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
6	5616	2	16	5632	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

## RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.







**Item No. 6: To appoint Mr. Sunil Behari Mathur (DIN: 00013239) as an Independent Director for a period of 5 years (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
34	76404597	61	13381	76417978	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
8	6925	1	1	6926	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

## RESULT

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 7: To appoint Ms. Sharmila Amin (DIN: 06770401) as an Independent Director for a period of 5 years (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
34	76404597	63	13385	76417982	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
8	6925	0	0	6925	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

## RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 8: To appoint Mr. Elango Pandarinathan (DIN: 06475821) as a Director (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
35	76404797	60	13357	76418154	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
7	6725	2	25	6750	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

**RESULT**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.







**Item No. 9: To appoint Mr. Elango Pandarinathan (DIN: 06475821) as Managing Director for a period of 3 years (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
34	76404597	62	13370	76417967	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
7	6775	1	15	6790	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

## RESULT

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 10: To appoint Mr. Ramasamy Jeevanandam (DIN: 07046442) as a Director (Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
34	76404557	61	13381	76417938	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
7	6725	1	1	6726	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

## RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 11: To appoint Mr. Ramasamy Jeevanandam (DIN: 07046442) as Whole-time Director & Chief Financial Officer for a period of 3 years (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
35	76404797	61	13360	76418157	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
7	6725	2	25	6750	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

## RESULT

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.







**Item No. 12: To consider and approve the Associate Stock Option Plan 2015 (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
35	76405881	60	7239	76413120	99.98

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
7	5641	3	6016	11657	0.02

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No. 13: To consider and approve the grant of Employee Stock Options to issue securities of exceeding 1% of the issued capital of the Company during any one financial year to eligible associates under ASOP 2015 (Special Resolution)

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
35	76405881	58	6762	76412643	99.98

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
7	5641	4	6408	12049	0.02

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

## RESULT

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 13 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 14: To consider fixing of borrowing limits for the Company (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
36	76406105	66	13369	76419474	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
6	5417	2	16	5433	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 14 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.







**Item No. 15: To consider the creation of charges (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
34	76404556	60	13345	76417901	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
8	6966	3	40	7006	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 15 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 16: To consider the raising of Capital (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
37	76406106	61	7370	76413476	99.98

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
5	5416	2	6015	11431	0.02

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) - E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) - Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 16 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item No. 17: To consider ratification of the remuneration paid to Mr. Manish Maheshwari in his capacity as a Managing Director (Special Resolution)**

(i) Voted in favour of the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
33	76404073	58	13163	76417236	99.99

(ii) Voted against the resolution:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-voting and Poll	% of total number of valid votes cast
8	7116	2	39	7155	0.01

(iii) Invalid Votes:

Number of members voted in E-voting	Number of votes cast (Shares) – E Voting	Number of members / proxies voted in Poll	Number of votes cast (Shares) – Poll	Total number of votes cast through E-voting and Poll
Nil	0	2	263	263

## RESULT

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against the resolution, we report that the Special Resolution with regard to Item no. 17 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.







A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" / "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to E- Voting and Poll were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Place: Chennai  
Date: 28<sup>th</sup> September 2015



Yours faithfully,

A handwritten signature in blue ink, appearing to read 'S. Sandeep'.

S Sandeep  
Practicing Company Secretary  
CP No. 5853  
FCS: 5987