



# Petronet LNG Limited

World Trade Centre, 1st Floor, Babar Road,  
Barakhamba Lane, New Delhi – 110 001 (INDIA)  
Tel.: 23411411, 23472525 Fax: 23709114  
Website: [www.petronetlng.com](http://www.petronetlng.com)  
CIN: L74899DL1998PLC093073

ND/PLL/LIST/SECTT/35A/2015

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

The Manager Listing  
The Stock Exchange, Mumbai  
Phiroze JeeJeebhoy Tower  
Dalal Street, Fort  
**MUMBAI**

Fax No: 022-22722037/39/41

## **SUB: Voting Results pursuant to clause 35A of the Listing Agreement**

Dear Sir,

In terms of Clause 35A of the Listing Agreement, we enclose herewith report of Scrutinizer specifying the details of e- voting, Polling and postal ballot results of the 17<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2015 at FICCI, K. K. Birla Auditorium, 1, Tansen Marg, New Delhi. As per the report, all the resolutions have been passed with requisite majority.

We trust you will find the same in order.

Thanking you.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "K. C. Sharma".

(K. C. Sharma)  
Company Secretary

|   |                                  |
|---|----------------------------------|
| Date of the AGM                             | 24 <sup>th</sup> September, 2015 |
| Total number of shareholders on record date | 296770                           |

No. of Shareholders present in the meeting either in person or through proxy

|                              |       |
|------------------------------|-------|
| Promoters and Promoter Group | 4     |
| Public                       | 13880 |

No. of Shareholders attended the meeting through Video Conferencing -- Not Arranged

#### Agenda-wise

| Item No. | Agenda  | Resolution required (Ordinary / Special) | Mode of Voting (Show of Hands / Poll / Postal Ballot / E-voting) |
|----------|---|--|--|
| 1        | To receive, consider and adopt the audited Financial Statements and Report of Board of Directors and Auditors thereon for the financial year ended on 31st March, 2015. | Ordinary                                 | E-voting and poll  |
| 2        | To declare a dividend for the financial year ended 31st March, 2015.  | Ordinary                                 | E-voting and poll  |
| 3        | To appoint a director in place of Shri S. Varadarajan who retires by rotation and being eligible offers himself for re-appointment.                                     | Ordinary                                 | E-voting and poll  |
| 4        | To appoint a director in place of Shri D.K. Sarraf who retires by rotation and being eligible offers himself for re-appointment.  | Ordinary                                 | E-voting and poll  |
| 5        | To appoint a director in place of Mr. Philip Olivier who retires by rotation and being eligible offers himself for re-appointment.                                      | Ordinary                                 | E-voting and poll  |
| 6        | To appoint Statutory Auditors and to fix their remuneration.  | Ordinary                                 | E-voting and poll  |
| 7        | To appoint Shri Debasis Sen as director.  | Ordinary                                 | E-voting and poll  |
| 8        | To appoint Shri Sushil Kumar Gupta as director  | Ordinary                                 | E-voting and poll  |
| 9        | To appoint Shri Atanu Chakraborty as director.  | Ordinary                                 | E-voting and poll  |
| 10       | To appoint Dr. Jyoti Kiran Shukla as director.  | Ordinary                                 | E-voting and poll  |
| 11       | To appoint Shri K.D. Tripathi as director.  | Ordinary                                 | E-voting and poll  |
| 12       | To ratify remuneration of Cost Auditor.   | Ordinary                                 | E-voting and poll  |
| 13       | To appoint Shri Prabhat Singh as Managing Director & CEO.   | Ordinary                                 | E-voting and poll  |
| 14       | Approval to enter into Related Party Transaction.   | Special                                  | E-voting and poll  |
| 15       | To approve issue of Non-Convertible Debentures of Rs.1000 Crore.  | Special                                  | E-voting and poll  |
| 16       | To increase investment limit of FII in equity shares of the Company upto an aggregate limit of 30% of the paid up equity share capital of the Company.                  | Special                                  | E-voting and poll  |



**CS. SAVITA JYOTI**, B.Com., F.C.S.

**FORM No. MGT-13**  
**Report of Scrutiniser**

*[Pursuant to section 109 of the Companies Act, 2013 read with rule 21(2) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]*

To,  
The Chairman,  
Petronet LNG Limited,  
1st Floor, World Trade Centre,  
Barakhamba Lane, Babar Road,  
New Delhi – 110 001

Seventeenth (17th) Annual General Meeting of the Equity Shareholders of Petronet LNG Limited held on Thursday, September 24, 2015, at 10.00 A.M at FICCI, K. K. Birla Auditorium, 1, Tansen Marg, New Delhi – 110 001.

Dear Sir,

We, Savita Jyoti Associates, Company Secretaries, Hyderabad had been appointed as Scrutiniser(s) by the Board of Directors for the purpose of the electronic poll (Physical Votes) taken on the below mentioned resolution(s), at the Seventeenth (17th) Annual General Meeting of the Equity Shareholders of Petronet LNG Limited held on Thursday, September 24, 2015, at 10.00 A.M at FICCI, K. K. Birla Auditorium, 1, Tansen Marg, New Delhi – 110 001, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes kept for polling were locked in our presence with due identification mark placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinised. 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 e-voting period was open from 10.00 AM (IST) on 21<sup>st</sup> September, 2015 up to 5.00 PM (IST) on 23<sup>rd</sup> September, 2015, after which the website of Karvy Computershare Private Limited for remote e-voting was closed.
4. The Reports on remote e-Voting is based on the data downloaded from the e-Voting platform provided by Karvy Computershare Private Limited.
5. There were no polling papers which were incomplete and/or which were otherwise found defective.
6. The result of the remote electronic voting resolution-wise is annexed herewith : Annexure A
7. The result of the polling resolution-wise is annexed herewith : Annexure B
8. The Consolidated result resolution-wise of e-Voting and polling is annexed herewith: Annexure C
9. Soft Copy of the list of equity shareholders who voted "FOR"/"AGAINST" for each resolution has been emailed to the Company Secretary.

*A.J.*

**SAVITA JYOTI ASSOCIATES**  
C O M P A N Y S E C R E T A R I E S

**CS. SAVITA JYOTI**, B.Com., F.C.S.

10. Ballot/Polling box relating to AGM of Petronet LNG Limited held on 24th September, 2015 was opened in our presence. We are not in the employment of the Company:

Witnesses:

1. Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

S. BALAJI REDDY  
S. BALAJI REDDY  
G-3-609/120 P. NO. 302  
VITANORIZHAN APARTS  
HLO8RADA - 500 004

2. Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

ANIL AGARWAL  
ANIL AGARWAL  
House No. 86, sector 41,  
Gurgaon - 122001

11. The poll results and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board of Directors/ Chairman for safe keeping.

Thanking you,

Yours faithfully,

for **Savita Jyoti Associates**

Savita Jyoti

CS Savita Jyoti  
Scrutinizer  
FCS 3738; CP 1796

**SAVITA JYOTI, FCS 3738**  
Practicing Company Secretary  
Certificate of Practice No. 1796

Place: New Delhi  
Dated: 24.09.2015

**ANNEXURE – A**  
**REMOTE E-VOTING RESULTS**

**Resolution No. 1 – Ordinary Resolution**

To receive, consider and adopt the audited Financial Statements and Report of Board of Directors and Auditors thereon for the financial year ended on 31st March, 2015.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 266  | 627149837                    | 99.99                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 5  | 2125                         | 0.01                                  |

(iii) Invalid votes / Abstained :

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 2   | 413100                             |

**Resolution No. 2 – Ordinary Resolution**

To declare a dividend for the financial year ended 31st March, 2015.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 270  | 627620515                    | 99.99                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 2  | 1700                         | 0.01                                  |

(iii) Invalid votes / Abstained :

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 1   | 100                                |

X.J.

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**Resolution No. 3 – Ordinary Resolution**

To appoint a director in place of Shri S. Varadarajan (DIN 00052928) who retires by rotation and being eligible offers himself for re-appointment.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 165  | 503516972                    | 80.23                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 106  | 124105040                    | 19.77                                 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 3   | 303                                |

**Resolution 4 – Ordinary Resolution**

To appoint a director in place of Shri D. K. Sarraf (DIN 00147870) who retires by rotation and being eligible offers himself for re-appointment.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 168  | 505606009                    | 80.56                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 103  | 122015653                    | 19.44                                 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 3   | 653                                |

A J

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**Resolution 5 – Ordinary Resolution**

To appoint a director in place of Mr. Philip Olivier (DIN 06937286) who retires by rotation and being eligible offers himself for re-appointment.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 160  | 503195731                    | 80.18                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 110  | 124425836                    | 19.82                                 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 4   | 658                                |

**Resolution No. 6 – Ordinary Resolution**

To appoint Statutory Auditors, fix their remuneration.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 264  | 627618802                    | 99.99                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 8  | 3410                         | 0.01                                  |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 2   | 103                                |

**Resolution 7 – Ordinary Resolution**

To appoint Shri Debasis Sen (DIN 06862079) as director of the Company

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 170  | 505608879                    | 80.56                                 |

A. J.

**CS. SAVITA JYOTI**, B Com., F.C.S.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 101  | 122012783                    | 19.44                                 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 3   | 653                                |

**Resolution 8 – Ordinary Resolution**

To appoint Shri Sushil Kumar Gupta (DIN 02628292) as independent director of the Company

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 261  | 627616252                    | 99.99                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 10   | 5410                         | 0.01                                  |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 3   | 653                                |

**Resolution 9 – Ordinary Resolution**

To appoint Shri Atanu Chakraborty (DIN 01469375) as director of the Company

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 178  | 511498292                    | 81.50                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 93   | 116123370                    | 18.50                                 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 3   | 653                                |



**CS. SAVITA JYOTI**, B.Com, FCS  
**Resolution 10 – Ordinary Resolution**

To appoint Dr. Jyoti Kiran Shukla (DIN 03492315) as independent director of the Company

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 260  | 627616147                    | 99.99                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 10   | 5510                         | 0.01                                  |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 4   | 658                                |

**Resolution 11 – Ordinary Resolution**

To appoint Shri K. D. Tripathi (DIN 07239755) as director of the Company

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 179  | 514371127                    | 81.96                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 92   | 113250535                    | 18.04                                 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 3   | 653                                |

X.J.

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**Resolution 12 – Ordinary Resolution**

To ratify remuneration of Cost Auditors.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 265  | 627619005                    | 99.99                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 8  | 3207                         | 0.01                                  |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 2   | 103                                |

**Resolution 13 – Ordinary Resolution**

To appoint Shri Prabhat Singh (DIN 03006541) as Managing Director & CEO of the Company

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 199  | 550180622                    | 87.66                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 72   | 77441040                     | 12.34                                 |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 3   | 653                                |

**Resolution 14 – Special Resolution**

Approval to enter into Related Party Transactions.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 255  | 252313642                    | 99.88                                 |

A.J.

**CS. SAVITA JYOTI**, B.Com., F.C.S.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 10   | 308120                       | 0.12                                  |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 9   | 375000553                          |

**Resolution 15 – Special Resolution**

To approve issue of Non-Convertible Debentures of Rs. 1000 Crore.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 263  | 627619821                    | 99.99                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 9  | 2441                         | 0.01                                  |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 2   | 53                                 |

**Resolution 16 – Special Resolution**

To increase investment limit of FII in equity shares of the Company upto an aggregate limit of 30% (Thirty percent) of the paid up equity share capital of the Company.

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 265  | 627619951                    | 99.99                                 |

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

| Number of members voted by remote e-voting | Number of votes cast by them | % of total number of valid votes cast |
|--|------------------------------|---------------------------------------|
| 6  | 2310                         | 0.01                                  |

(iii) **Invalid votes / Abstained :**

| Total number of members whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 3   | 54                                 |

*S. J.*

**ANNEXURE – B**  
**RESULTS OF POLLING AT THE AGM**

**Resolution No. 1 – Ordinary Resolution**

To receive, consider and adopt the audited Financial Statements and Report of Board of Directors and Auditors thereon for the financial year ended on 31st March, 2015.

(iv) 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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 100                                   |

(v) 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                                     |

(vi) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution No. 2 – Ordinary Resolution**

To declare a dividend for the financial year ended 31st March, 2015.

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

*A.J.*

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**Resolution No. 3 – Ordinary Resolution**

To appoint a director in place of Shri S. Varadarajan (DIN 00052928) who retires by rotation and being eligible offers himself for re-appointment.

(iv) 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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 100                                   |

(v) 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                                     |

(vi) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution 4 – Ordinary Resolution**

To appoint a director in place of Shri D. K. Sarraf (DIN 00147870) who retires by rotation and being eligible offers himself for re-appointment.

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

A.J.

**CS. SAVITA JYOTI,** B.Com., F.C.S.

**Resolution 5 – Ordinary Resolution**

To appoint a director in place of Mr. Philip Olivier (DIN 06937286) who retires by rotation and being eligible offers himself for re-appointment.

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution No. 6 – Ordinary Resolution**

To appoint Statutory Auditors, fix their remuneration.

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

X.J.

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**Resolution 7 – Ordinary Resolution**

To appoint Shri Debasis Sen (DIN 06832079) as director of the Company

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution 8 – Ordinary Resolution**

To appoint Shri Sushil Kumar Gupta (DIN 02628292) as independent director of the Company

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution 9 – Ordinary Resolution**

To appoint Shri Atanu Chakraborty (DIN 01469375) as director of the Company

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 100                                   |

X.J.

**CS. SAVITA JYOTI**

(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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution 10 – Ordinary Resolution**

To appoint Dr. Jyoti Kiran Shukla (DIN 03492315) as independent director of the Company

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution 11 – Ordinary Resolution**

To appoint Shri K. D. Tripathi (DIN 07239755) as director of the Company

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

A.J.



**CS. SAVITA JYOTI**, B.Com., F.C.S.

**Resolution 12 – Ordinary Resolution**

To ratify remuneration of Cost Auditors.

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution 13 – Ordinary Resolution**

To appoint Shri Prabhat Singh (DIN 03006541) as Managing Director & CEO of the Company

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution 14 – Special Resolution**

Approval to enter into Related Party Transactions.

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

**CS. SAVITA JYOTI**, B.Com., F.C.S.

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution 15 – Special Resolution**

To approve issue of Non-Convertible Debentures of Rs. 1000 Crore.

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (in person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|---|------------------------------------|
| 0   | 0                                  |

**Resolution 16 – Special Resolution**

To increase investment limit of FI in equity shares of the Company upto an aggregate limit of 30% (Thirty percent) of the paid up equity share capital of the Company.

(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 |
|--|------------------------------|---------------------------------------|
| 7  | 1201                         | 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                                     |

(iii) **Invalid votes / Abstained :**

| Total number of members (person or by proxy) whose votes were declared invalid | Total number of votes cast by Them |
|--|------------------------------------|
| 0  | 0                                  |

X.J.

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**ANNEXURE C**  
**Consolidated Results**

Based on the result of e-voting of and Physical Votes at the Annual General Meeting, consolidated results of each item of the Agenda as set out in the Notice dated August 21, 2015 is as given below:

**Consolidated Results of Item No. 1 – Ordinary Resolution**

To receive, consider and adopt the audited Financial Statements and Report of Board of Directors and Auditors thereon for the financial year ended on 31st March, 2015.

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 627149837                    | 1201           | 627151038        | 99.99         |
| <b>Dissent</b> | 2125                         | 0              | 2125             | 0.01          |
| <b>Total</b>   | <b>627151962</b>             | <b>1201</b>    | <b>627153163</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice dated August 21, 2015, is passed with requisite majority.

**Consolidated Results of Item No. 2 – Ordinary Resolution**

To declare a dividend for the financial year ended 31st March, 2015.

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 627620515                    | 1201           | 627621716        | 99.99         |
| <b>Dissent</b> | 1700                         | 0              | 1700             | 0.01          |
| <b>Total</b>   | <b>627622215</b>             | <b>1201</b>    | <b>627623416</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated August 21, 2015 is passed with requisite majority.

**Consolidated Results of Item No. 3 – Ordinary Resolution**

To appoint a director in place of Shri S. Varadarajan (DIN 00052928) who retires by rotation and being eligible offers himself for re-appointment.

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 503516972                    | 1201           | 503518173        | 80.23         |
| <b>Dissent</b> | 124105040                    | 0              | 124105040        | 19.77         |
| <b>Total</b>   | <b>627622012</b>             | <b>1201</b>    | <b>627623213</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated August 21, 2015, is passed with requisite majority.

*X.J.*

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**Consolidated Results of Item No. 4 – Ordinary Resolution**

To appoint a director in place of Shri D. K. Sarraf (DIN 00147870) who retires by rotation and being eligible offers himself for re-appointment.

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 505606009                    | 1201           | 505607210        | 80.56         |
| <b>Dissent</b> | 122015653                    | 0              | 122015653        | 19.44         |
| <b>Total</b>   | <b>627621662</b>             | <b>1201</b>    | <b>627622863</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 4 of the Notice dated August 21, 2015, is passed with requisite majority.

**Consolidated Results of Item No. 5 – Ordinary Resolution**

To appoint a director in place of Mr. Philip Olivier (DIN 06937286) who retires by rotation and being eligible offers himself for re-appointment.

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 503195731                    | 1201           | 503196932        | 80.18         |
| <b>Dissent</b> | 124425836                    | 0              | 124425836        | 19.82         |
| <b>Total</b>   | <b>627621567</b>             | <b>1201</b>    | <b>627622768</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated August 21, 2015, is passed with requisite majority.

**Consolidated Results of Item No. 6 – Ordinary Resolution**

To appoint Statutory Auditors, fix their remuneration.

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 627618802                    | 1201           | 627620003        | 99.99         |
| <b>Dissent</b> | 3410                         | 0              | 3410             | 0.01          |
| <b>Total</b>   | <b>627622212</b>             | <b>1201</b>    | <b>627623413</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 6 of the Notice dated August 21, 2015, is passed with requisite majority.

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**Consolidated Results of Item No. 7 – Ordinary Resolution**

**To appoint Shri Debasis Sen (DIN 06862079) as director of the Company**

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 505608879                    | 1201           | 505610080        | 80.56         |
| <b>Dissent</b> | 122012783                    | 0              | 122012783        | 19.44         |
| <b>Total</b>   | <b>627621662</b>             | <b>1201</b>    | <b>627622863</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 7 of the Notice dated August 21, 2015, is passed with requisite majority.

**Consolidated Results of Item No. 8 – Ordinary Resolution**

**To appoint Shri Sushil Kumar Gupta (DIN 02628292) as independent director of the Company**

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 627616252                    | 1201           | 627617453        | 99.99         |
| <b>Dissent</b> | 5410                         | 0              | 5410             | 0.01          |
| <b>Total</b>   | <b>627621662</b>             | <b>1201</b>    | <b>627622863</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 8 of the Notice dated August 21, 2015, is passed with requisite majority.

**Consolidated Results of Item No. 9 – Ordinary Resolution**

**To appoint Shri Atanu Chakraborty (DIN 01469375) as director of the Company**

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 511498292                    | 1201           | 511499493        | 81.50         |
| <b>Dissent</b> | 116123370                    | 0              | 116123370        | 18.50         |
| <b>Total</b>   | <b>627621662</b>             | <b>1201</b>    | <b>627622863</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 9 of the Notice dated August 21, 2015, is passed with requisite majority.

*A.J.*

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**Consolidated Results of Item No. 10 – Ordinary Resolution**

**To appoint Dr. Jyoti Kiran Shukla (DIN 03492315) as independent director of the Company**

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 627616147                    | 1201           | 627617348        | 99.99         |
| <b>Dissent</b> | 5510                         | 0              | 5510             | 0.01          |
| <b>Total</b>   | <b>627621657</b>             | <b>1201</b>    | <b>627622858</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 10 of the Notice dated August 21, 2015, is passed with requisite majority.

**Consolidated Results of Item No. 11 – Ordinary Resolution**

**To appoint Shri K. D. Tripathi (DIN 07239755) as director of the company**

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 514371127                    | 1201           | 514372328        | 81.96         |
| <b>Dissent</b> | 113250535                    | 0              | 113250535        | 18.04         |
| <b>Total</b>   | <b>627621662</b>             | <b>1201</b>    | <b>627622863</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 11 of the Notice dated August 21, 2015, is passed with requisite majority.

**Consolidated Results of Item No. 12 – Ordinary Resolution**

**To ratify remuneration of Cost Auditors.**

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 627619005                    | 1201           | 627620206        | 99.99         |
| <b>Dissent</b> | 3207                         | 0              | 3207             | 0.01          |
| <b>Total</b>   | <b>627622212</b>             | <b>1201</b>    | <b>627623413</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 12 of the Notice dated August 21, 2015, is passed with requisite majority.

*S. J.*

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**Consolidated Results of Item No. 13 – Ordinary Resolution**

**To appoint Shri Prabhat Singh (DIN 03006541) as Managing Director & CEO of the Company**

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 550180622                    | 1201           | 550181823        | 87.67         |
| <b>Dissent</b> | 77441040                     | 0              | 77441040         | 12.33         |
| <b>Total</b>   | <b>627621662</b>             | <b>1201</b>    | <b>627622863</b> | <b>100.00</b> |

Thus, the Ordinary Resolution as contained in Item No. 13 of the Notice dated August 21, 2015, is passed with requisite majority.

**Consolidated Results of Item No. 14 – Special Resolution**

**Approval to enter into Related Party Transactions.**

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 252313642                    | 1201           | 252314843        | 99.88         |
| <b>Dissent</b> | 308120                       | 0              | 308120           | 0.12          |
| <b>Total</b>   | <b>252621762</b>             | <b>1201</b>    | <b>252622963</b> | <b>100.00</b> |

Thus, the Special Resolution as contained in Item No. 14 of the Notice dated August 21, 2015, is passed with requisite majority.

**Consolidated Results of Item No. 15 – Special Resolution**

**To approve issue of Non-Convertible Debentures of Rs. 1000 Crore.**

| Particulars    | Number of Votes contained in |                |                  | Percentage    |
|----------------|------------------------------|----------------|------------------|---------------|
|                | Remote e-Votes               | Physical Votes | Total            |               |
| <b>Assent</b>  | 627619821                    | 1201           | 627621022        | 99.99         |
| <b>Dissent</b> | 2441                         | 0              | 2441             | 0.01          |
| <b>Total</b>   | <b>627622262</b>             | <b>1201</b>    | <b>627623463</b> | <b>100.00</b> |

Thus, the Special Resolution as contained in Item No. 15 of the Notice dated August 21, 2015, is passed with requisite majority.

*S.J.*

# SAVITA JYOTI ASSOCIATES

COMPANY SECRETARIES

CS. SAVITA JYOTI, B.Com., F.C.S.

## Consolidated Results of Item No. 16 – Special Resolution

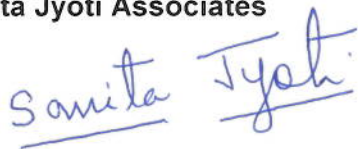
To increase investment limit of FII's in equity shares of the Company upto an aggregate limit of 30% (Thirty percent) of the paid up equity share capital of the Company.

| Particulars | Number of Votes contained in |                |           | Percentage |
|-------------|------------------------------|----------------|-----------|------------|
|             | Remote e-Votes               | Physical Votes | Total     |            |
| Assent      | 627619951                    | 1201           | 627621152 | 99.99      |
| Dissent     | 2310                         | 0              | 2310      | 0.01       |
| Total       | 627622261                    | 1201           | 627623462 | 100.00     |

Thus, the Special Resolution as contained in Item No. 16 of the Notice dated August 21, 2015, is passed with requisite majority.

Thanking you,

Yours faithfully,  
for Savita Jyoti Associates



CS Savita Jyoti  
Practicing Company Secretary  
FCS 3738; CP 1796

SAVITA JYOTI, FCS 3738  
Practicing Company Secretary  
Certificate of Practice No. 1796

Place: New Delhi

Dated: 24th September, 2015

Counter Signed by



Managing Director & CEO