



29<sup>th</sup> August, 2015

BSE Limited  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.  
Tel.: 22721233/4  
Fax: 022 2272 2039  
**Scrip Code: 532538**

The Manager  
Listing Department  
The National Stock Exchange of India Limited  
"Exchange Plaza", Bandra - Kurla Complex,  
Bandra (East), Mumbai 400 051.  
Tel.: 26598236  
Fax: 2659 8237 / 38.  
**Scrip Code: ULTRACEMCO**

Dear Sirs,

**Sub: Disclosure of Voting Results of the 15<sup>th</sup> Annual General Meeting of the Company held on Friday, 28<sup>th</sup> August, 2015 as per requirements of Clause 35A of the Listing Agreement.**

The 15<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Friday, 28<sup>th</sup> August, 2015 at 3:00 p.m. at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025.

As per clause 35A of the Listing Agreement, the details regarding the voting results of the business transacted at the AGM is as under:

**Details of Voting Results**

<b>Date of the AGM</b>	<b>28<sup>th</sup> August, 2015</b>	
<b>Total number of shareholders on cut-off date for e-voting:</b> (21 <sup>st</sup> August, 2015)	294,440	
<b>No. of shareholders present in the meeting either in person or through proxy:</b>		
	<b>In Person</b>	<b>In Proxy</b>
Promoter and Promoter Group:	2	Nil
Public:	311	3
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>		
Promoter and Promoter Group:		Nil
Public:		Nil



**UltraTech Cement Limited**

Registered Office :  
B - Wing, Ahura Centre, 2nd Floor  
Mahakali Caves Road, Andheri (E), Mumbai - 400093

Tel. 022-66917800 / 29267800  
Fax 022-66928109

Website [www.ultratechcement.com](http://www.ultratechcement.com)  
[www.adityabirla.com](http://www.adityabirla.com)

CIN L 26940MH2000PLC128420

Given below is the agenda wise combined result of e-voting, ballots received through post and electronic voting conducted at the meeting.

**Resolution 1 :** Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2015, the Reports of Directors' and Auditors' thereon (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	42,809,292	60.949979	42,809,292	-	100.000000	0.000000
Public-Others	34,892,536	4,698,590	13.465889	4,698,536	54	99.998851	0.001149
<b>Total</b>	<b>274,407,173</b>	<b>216,744,055</b>	<b>78.986293</b>	<b>216,744,001</b>	<b>54</b>	<b>99.999975</b>	<b>0.000025</b>

**Resolution 2:** Declaration of Dividend on Equity Shares for the year ended 31st March, 2015 (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	43,355,737	61.727983	43,355,737	-	100.000000	0.000000
Public-Others	34,892,536	4,698,571	13.465834	4,698,562	9	99.999808	0.000192
<b>Total</b>	<b>274,407,173</b>	<b>217,290,481</b>	<b>79.185423</b>	<b>217,290,472</b>	<b>9</b>	<b>99.999996</b>	<b>0.000004</b>

**Resolution 3:** Re- appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	43,355,737	61.727983	42,613,925	741,812	98.289011	1.710989
Public-Others	34,892,536	4,698,417	13.465393	4,697,998	419	99.991082	0.008918
<b>Total</b>	<b>274,407,173</b>	<b>217,290,327</b>	<b>79.185367</b>	<b>216,548,096</b>	<b>742,231</b>	<b>99.658415</b>	<b>0.341585</b>

**Resolution 4:** Appointment of BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	43,355,737	61.727983	43,286,439	69,298	99.840164	0.159836
Public-Others	34,892,536	4,698,507	13.465651	4,698,142	365	99.992232	0.007768
<b>Total</b>	<b>274,407,173</b>	<b>217,290,417</b>	<b>79.185400</b>	<b>217,220,754</b>	<b>69,663</b>	<b>99.967940</b>	<b>0.032060</b>

**Resolution 5:** Re- appointment of M/s. G. P. Kapadia & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	43,355,685	61.727909	42,713,100	642,585	98.517876	1.482124
Public-Others	34,892,536	4,237,445	12.144273	4,237,143	302	99.992873	0.007127
<b>Total</b>	<b>274,407,173</b>	<b>216,829,303</b>	<b>79.017360</b>	<b>216,186,416</b>	<b>642,887</b>	<b>99.703505</b>	<b>0.296495</b>



**Resolution 6:** Ratification of the remuneration of the Cost Auditors viz. M/s. N. I. Mehta & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31st March, 2016 (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	43,355,737	61.727983	43,355,737	-	100.000000	0.000000
Public-Others	34,892,536	4,698,310	13.465086	4,698,141	169	99.996403	0.003597
<b>Total</b>	<b>274,407,173</b>	<b>217,290,220</b>	<b>79.185328</b>	<b>217,290,051</b>	<b>169</b>	<b>99.999922</b>	<b>0.000078</b>

**Resolution 7:** Appointment of Mrs. Sukanya Kripalu as an Independent Director of the Company (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	42,633,086	60.699104	42,633,086	-	100.000000	0.000000
Public-Others	34,892,536	4,698,314	13.465098	4,697,687	627	99.986655	0.013345
<b>Total</b>	<b>274,407,173</b>	<b>216,567,573</b>	<b>78.921980</b>	<b>216,566,946</b>	<b>627</b>	<b>99.999710</b>	<b>0.000290</b>

**Resolution 8:** Appointment of Mrs. Renuka Ramnath as an Independent Director of the Company (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	42,633,086	60.699104	42,633,086	-	100.000000	0.000000
Public-Others	34,892,536	4,698,314	13.465098	4,697,815	499	99.989379	0.010621
<b>Total</b>	<b>274,407,173</b>	<b>216,567,573</b>	<b>78.921980</b>	<b>216,567,074</b>	<b>499</b>	<b>99.999770</b>	<b>0.000230</b>

**Resolution 9:** Re-designation of Mr. O. P. Puranmalka as the Managing Director of the Company (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	43,355,737	61.727983	43,355,737	-	100.000000	0.000000
Public-Others	34,892,536	4,698,302	13.465063	4,698,019	283	99.993977	0.006023
<b>Total</b>	<b>274,407,173</b>	<b>217,290,212</b>	<b>79.185325</b>	<b>217,289,929</b>	<b>283</b>	<b>99.999870</b>	<b>0.000130</b>

**Resolution 10:** Re-appointment and remuneration of Mr. O. P. Puranmalka as the Managing Director of the Company upto 31st March, 2016. (Ordinary Resolution)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	42,633,086	60.699104	42,612,622	20,464	99.952000	0.048000
Public-Others	34,892,536	4,698,371	13.465261	4,697,922	449	99.990443	0.009557
<b>Total</b>	<b>274,407,173</b>	<b>216,567,630</b>	<b>78.922000</b>	<b>216,546,717</b>	<b>20,913</b>	<b>99.990343</b>	<b>0.009657</b>





<b>Resolution 11: Appointment of Mr. Dilip Gaur as a Director of the Company (Ordinary Resolution)</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	43,355,737	61.727983	43,231,660	124,077	99.713816	0.286184
Public-Others	34,892,536	4,698,249	13.464911	4,697,672	577	99.987719	0.012281
<b>Total</b>	<b>274,407,173</b>	<b>217,290,159</b>	<b>79.185306</b>	<b>217,165,505</b>	<b>124,654</b>	<b>99.942632</b>	<b>0.057368</b>

<b>Resolution 12: Appointment and remuneration of Mr. Dilip Gaur as the Whole-time Director (designated as Deputy Managing Director) of the Company (Ordinary Resolution)</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	42,633,086	60.699104	42,578,781	54,305	99.872622	0.127378
Public-Others	34,892,536	4,698,316	13.465103	4,697,598	718	99.984718	0.015282
<b>Total</b>	<b>274,407,173</b>	<b>216,567,575</b>	<b>78.921980</b>	<b>216,512,552</b>	<b>55,023</b>	<b>99.974593</b>	<b>0.025407</b>

<b>Resolution 13: Issue of Non-convertible Redeemable Debentures on private placement basis upto an amount of Rs. 9,000 crores (Special Resolution)</b>							
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)] *100
Promoter and Promoter Group	169,277,874	169,236,173	99.975365	169,236,173	-	100.000000	0.000000
Public – Institutional holders	70,236,763	43,355,737	61.727983	43,355,737	-	100.000000	0.000000
Public-Others	34,892,536	4,698,449	13.465484	4,697,274	1,175	99.974992	0.025008
<b>Total</b>	<b>274,407,173</b>	<b>217,290,359</b>	<b>79.185379</b>	<b>217,289,184</b>	<b>1,175</b>	<b>99.999459</b>	<b>0.000541</b>

All the aforesaid resolutions are passed with requisite majority. Scrutiniser's Report is also attached.

This is for your information and records, please.

Yours very truly,



S. K. Chatterjee  
Company Secretary



29<sup>th</sup> August, 2015

**Combined Scrutinizer's Report**

To,  
The Chairman  
UltraTech Cement Ltd  
"B' Wing, Ahura Centre,  
2<sup>nd</sup> Floor, Mahakali Caves Road,  
Andheri (East) Mumbai 400093

Dear Sir,

**Sub: Passing of Resolution(s) through remote e-voting , voting through physical ballot sent along with the Notice and voting electronically at the venue of the Annual General Meeting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement.**

The Board of Directors of UltraTech Cement Limited (hereinafter referred to as the "Company") at its meeting held on 25<sup>th</sup> April, 2015 has appointed me as the Scrutinizer for the Remote E-voting process (including the Ballot form received from the Member(s) who do not have access to the Remote e-voting) as well as the e-voting to be conducted at the venue of the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Clause 35B of the Listing Agreement.

**Report on Scrutiny:**

- The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the AGM. NSDL had also provided a system for recording the votes of the Members at the venue electronically on all the items of the business.
- Sharepro Services (India) Private Limited is the Registrar and Share Transfer Agents ('RTA') of the Company.



- The Company in addition to remote e-voting had sent to the shareholders ballot form in physical mode along with the Notice of the AGM in terms of clause 35B of the Listing Agreement to facilitate those members who did not have access to remote e-voting facility to cast their votes by giving their assent or dissent in respect of the resolutions as set out in the Notice of the AGM dated 20<sup>th</sup> July, 2015. The last date of receipt of the physical ballot forms was on or before Thursday 27<sup>th</sup> August, 2015 not later than 5:00 P.M.
- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Friday, 21<sup>st</sup> August, 2015**.
- The Remote E-Voting facility was open from **Tuesday, 25<sup>th</sup> August, 2015 9:00 A.M. to Thursday, 27<sup>th</sup> August, 2015 5:00 P.M.**
- The Company completed the dispatch of the notices to the members by Monday, 3<sup>rd</sup> August, 2015
- As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Business Standard newspaper having country-wide circulation dated Wednesday, 5<sup>th</sup> August, 2015 and in Marathi language in Sakal newspaper dated 5<sup>th</sup> August, 2015.
- At the end of the voting period on 27<sup>th</sup> August, 2015 at 5.00 P.M., the voting portal of NSDL was blocked. The ballot forms received from the Members till 5:00 P.M. was also duly accounted for.
- As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Rules, 2014 as amended for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutiniser have access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- Accordingly, NSDL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.
- At the venue of the AGM the facility to vote electronically was provided to facilitate those Members present at the AGM who could not participate either through Remote E-voting or voting through Ballot Form sent along with the Notice, to record their votes.



- On Friday, 28<sup>th</sup> August , 2015, after counting of the votes conducted at the venue of the AGM through electronic process, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Shivakuamr P. S. and Mr. Rahul Patel who acted as the witnesses. Simultaneously the ballot form sent along with the Notice of the AGM was also taken up for scrutiny.
- The voting done through remote e-voting, electronic voting at the meeting and the ballot papers sent along with the Notice, which were received, were reconciled with the records maintained by the RTA and the authorizations / proxies lodged with the Company. The ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together with the physical voting on the Ballot form sent along with the Notice of the AGM as well as the electronic voting done at the venue of the AGM, the details of which are as follows:

Details	Remote E-voting	Physical ballot sent with Notice of AGM	Voting electronically at AGM	Total voting
Number of members who cast their votes	844	48	87	979
Total number of Shares held by them	218000525	443990	29364	218473879
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder			
Abstained / Partly Voted	As mentioned under each of the Resolution(s) mentioned hereunder			

**Note:**

Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting, ballot form sent along with the Notice of AGM and e-voting at the venue of the meeting.



**ORDINARY BUSINESS:**

**I) Item No. 1 of the Notice (As an Ordinary Resolution):**

**Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2015, the Reports of Directors' and Auditors' thereon.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares`	%age	No. of shares
Remote E-voting	216272459	99.999	47	0.001	1728019
Ballot paper sent along with Notice	442185	100.00	0	0	1805
Electronic Voting at AGM	29357	99.976	7	0.024	0
<b>TOTAL</b>	<b>216744001</b>	<b>99.999</b>	<b>54</b>	<b>0.001</b>	<b>1729824</b>

**II) Item No. 2 of the Notice (As an Ordinary Resolution):**

**Declaration of dividend.**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares`	%age	No. of shares
Remote E-voting	216818930	99.999	2	0.001	1181593
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29357	99.976	7	0.024	0
<b>TOTAL</b>	<b>217290472</b>	<b>99.999</b>	<b>9</b>	<b>0.001</b>	<b>1183398</b>



*JSR*



III) Item No. 3 of the Notice (As an Ordinary Resolution):

Re-appointment of Mr. Kumar Mangalam Birla, Director retiring by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted No. of shares
	No. of shares	%age	No. of shares`	%age	
Remote E-voting	216076554	99.658	742224	0.342	1181747
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29357	99.976	7	0.024	0
<b>TOTAL</b>	<b>216548096</b>	<b>99.658</b>	<b>742231</b>	<b>0.342</b>	<b>1183552</b>

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Appointment of BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted No. of shares
	No. of shares	%age	No. of shares`	%age	
Remote E-voting	216749221	99.968	69647	0.032	1181657
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29348	99.946	16	0.054	0
<b>TOTAL</b>	<b>217220754</b>	<b>99.968</b>	<b>69663</b>	<b>0.032</b>	<b>1183462</b>



*JSP*

V) Item No. 5 of the Notice (As an Ordinary Resolution):

Re-appointment of M/s. G.P. Kapadia & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted No. of shares
	No. of shares	%age	No. of shares`	%age	
Remote E-voting	215944013	99.809	413741	0.191	1642771
Ballot paper sent along with Notice	213046	48.180	229139	51.820	1805
Electronic Voting at AGM	29357	99.976	7	0.024	0
<b>TOTAL</b>	<b>216186416</b>	<b>99.704</b>	<b>642887</b>	<b>0.296</b>	<b>1644576</b>

**SPECIAL BUSINESS:**

I) Item No. 6 of the Notice (As an Ordinary Resolution):

Ratification of the remuneration of the Cost Auditors viz. M/s. N.I. Mehta & Co., Cost Accountants, Mumbai and M/s. N.D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31<sup>st</sup> March, 2016.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted No. of shares
	No. of shares	%age	No. of shares`	%age	
Remote E-voting	216818509	99.999	162	0.001	1181854
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29357	99.976	7	0.024	0
<b>TOTAL</b>	<b>217290051</b>	<b>99.999</b>	<b>169</b>	<b>0.001</b>	<b>1183659</b>



II) Item No. 7 of the Notice (As an Ordinary Resolution):

Appointment of Mrs. Sukanya Kripalu as an Independent Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares`	%age	No. of shares
Remote E-voting	216095413	99.999	611	0.001	1904501
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29348	99.946	16	0.054	0
<b>TOTAL</b>	<b>216566946</b>	<b>99.999</b>	<b>627</b>	<b>0.001</b>	<b>1906306</b>

III) Item No. 8 of the Notice (As an Ordinary Resolution):

Appointment of Mrs. Renuka Ramnath as an Independent Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares`	%age	No. of shares
Remote E-voting	216095541	99.999	483	0.001	1904501
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29348	99.946	16	0.054	0
<b>TOTAL</b>	<b>216567074</b>	<b>99.999</b>	<b>499</b>	<b>0.001</b>	<b>1906306</b>



*JSP*

IV) Item No. 9 of the Notice (As an Ordinary Resolution):

Re-designation of Mr. O.P. Puranmalka as the Managing Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares`	%age	No. of shares
Remote E-voting	216818387	99.999	276	0.001	1181862
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29357	99.976	7	0.024	0
<b>TOTAL</b>	<b>217289929</b>	<b>99.999</b>	<b>283</b>	<b>0.001</b>	<b>1183667</b>

V) Item No. 10 of the Notice (As an Ordinary Resolution):

Re-appointment and remuneration of Mr. O.P. Puranmalka as the Managing Director of the Company upto 31<sup>st</sup> March, 2016.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares`	%age	No. of shares
Remote E-voting	216075184	99.990	20897	0.010	1904444
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29348	99.946	16	0.054	0
<b>TOTAL</b>	<b>216546717</b>	<b>99.990</b>	<b>20913</b>	<b>0.010</b>	<b>1906249</b>



*JSP*



VI) Item No. 11 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Dilip Gaur as a Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares`	%age	No. of shares
Remote E-voting	216693981	99.943	124638	0.057	1181906
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29339	99.945	16	0.055	9
<b>TOTAL</b>	<b>217165505</b>	<b>99.943</b>	<b>124654</b>	<b>0.057</b>	<b>1183720</b>

VII) Item No. 12 of the Notice (As an Ordinary Resolution):

Appointment and remuneration of Mr. Dilip Gaur as the Whole-time Director  
(designated as Deputy Managing Director) of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares`	%age	No. of shares
Remote E-voting	216041028	99.975	55007	0.025	1904490
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29339	99.945	16	0.055	9
<b>TOTAL</b>	<b>216512552</b>	<b>99.975</b>	<b>55023</b>	<b>0.025</b>	<b>1906295</b>



VIII) Item No. 13 of the Notice (As a Special Resolution):

Issue of Non-convertible Redeemable Debentures on private placement basis upto an amount of Rs.9,000 crores.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted No. of shares
	No. of shares	%age	No. of shares`	%age	
Remote E-voting	216817660	99.999	1159	0.001	1181706
Ballot paper sent along with Notice	442185	100.000	0	0	1805
Electronic Voting at AGM	29339	99.945	16	0.055	9
<b>TOTAL</b>	<b>217289184</b>	<b>99.999</b>	<b>1175</b>	<b>0.001</b>	<b>1183520</b>

All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting, Ballot Form and voting conducted at the AGM by way of Electronic voting with the requisite majority.

I hereby confirm that I have maintained the Registers received from the RTA and electronic voting data received from NSDL , in respect of the votes cast through Remote E-Voting, Ballot Form and e-voting conducted at AGM by the Members of the Company. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 15<sup>th</sup> AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,  
For BNP & Associates

  
Jatin S. Popat

Partner  
FCS No. 4047/ CP. No. 6880)



Witnesses:

1. Mr. Shivakumar P. S. :
2. Mr. Rahul Patel :



Received the Report together with other data/records mentioned therein:

Place: Mumbai  
Date: 29<sup>th</sup> August, 2015

  
Signed by Mr. O. P. Purnamalka  
Managing Director

