

HELD AT Aurangabad ON 12/9/2015 TIME 10.00 a.m.

MINUTES OF SIXTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF WOCKHARDT LIMITED HELD AT THE BENCHMARK, NAKSHATRAWADI, PAITHAN ROAD, AURANGABAD - 431 005 ON SATURDAY, 12TH SEPTEMBER 2015 AT 10.00 A.M.

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DIRECTORS PRESENT:

Dr. H.F. Khorakiwala	Chairman and Member Chairman of CSR Committee
Mr. Shekhar Datta	Independent Director and Member Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee
Mr. D. S. Brar	Independent Director and Member
Dr. Sanjaya Baru	Independent Director
Ms. Tasneem Mehta	Independent Director
Mr. Baldev Raj Arora	Independent Director
Dr. Huzaifa Khorakiwala	Executive Director and Member
Dr. Murtaza Khorakiwala	Managing Director and Member

IN ATTENDANCE:

Mr. Manas Datta	- Chief Financial Officer
Mr. Narendra Singh	- Company Secretary

PRESENT BY INVITATION:

Mr. Bhavik Shah	- Partner of Haribhakti & Co. LLP, Statutory Auditors
Mr. Virendra Bhatt	- Practicing Company Secretary, Scrutinizer & Secretarial Auditor

MEMBERS PRESENT:

There were total Fifty Two (52) members present at the 16th Annual General Meeting ('AGM') of the Company. Out of 52 members, Forty Eight (48) members were present in person and Four (4) members were present by proxy representing 3,40,773 Equity Shares of the Company.

Four (4) members holding 8,10,97,757 Equity Shares of the Company were represented by Authorised Representative.

1. CHAIRMAN

At 10.00 a.m., Dr. H.F. Khorakiwala, Chairman of the Company occupied the Chair and welcomed the Members to the 16th AGM.

2. QUORUM

The requisite quorum being present, the Chairman declared that the meeting was in order.

3. STATUTORY REGISTERS AND OTHER DOCUMENTS

The following documents were placed before the meeting and made available for inspection of the Members:

- i. Audited Financial Statements of the Company for the year ended 31st March, 2015 together with Board's Report and Report of Auditors thereon.



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- ii. Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 and Report of Auditors thereon.
- iii. Register of Proxies and the Register of Directors & Key Managerial Personnel and their shareholding.
- iv. Register of contracts and arrangements in which directors are interested pursuant to Section 189 of the Companies Act, 2013
- v. Other Registers required to be placed before the General meeting under the Companies Act, 2013
- vi. Statutory Auditors Certificate in respect of Employee Stock Option Plan of the Company
- vii. Secretarial Audit Report for the year ended 31st March 2015
- viii. New set of Articles of Association pursuant to the Companies Act, 2013

4. NOTICE OF MEETING

The Notice of the meeting, with the consent of the members present, was taken as read.

5. INTRODUCTION OF BOARD OF DIRECTORS

The Chairman then introduced the Board of Directors present at the meeting, to the Members of the Company.

6. AUDITORS' REPORT

The Chairman stated that pursuant to the provisions of Section 145 of the Companies Act, 2013, there is no need to read the Independent Auditors' Report as the Auditors' Report does not contain any qualifications, observations or comments.

7. CHAIRMAN'S SPEECH

Chairman delivered his speech in which he presented brief about Financial Year 2014-15: The Highlights, Compliance: Strategy and Results, Research & Development: Driving the Future, CSR: a Noble Initiative, Team Wockhardt: Performance Par Excellence.

Thereafter, printed copy of Chairman's Speech was circulated to the Members present at the meeting.

8. E-VOTING & PROCEEDINGS

After delivering the speech, Chairman informed the Members of the Company that pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement, E-voting facility was provided to all the Shareholders of the Company and E-voting was completed. He further stated that the Shareholders who were unable to cast their votes electronically may vote physically through Poll paper.

The Chairman also informed the Members that the combined results of E-voting and Poll will be declared to the Stock Exchanges on or before 14th September, 2015 and the same will be placed on the website of the Company and Central Depository Services (India) Limited ('CDSL').

The Chairman then took up the 1st item of the Notice pertaining to the adoption of (a) the Audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Board's Report & Report of Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 and the Report of Auditors thereon as under:-



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HELD AT Aurangabad ON 12/9/2015 TIME 10.00 a.m.**Resolution No. 1
(Ordinary Resolution)**

Adoption of (a) the Audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Board's Report & Report of Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 and the Report of Auditors thereon

"RESOLVED THAT the Audited Financial Statements of the Company for the year ended 31st March, 2015 comprising of Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement and the Notes and Schedules forming part thereof, together with the Board's Report and Report of Auditors thereon as circulated to the Shareholders and laid before the meeting be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 comprising of Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement and the Notes and Schedules forming part thereof together with the Report of Auditors thereon as circulated to the Shareholders and laid before the meeting be and are hereby received, considered and adopted."

The Chairman then asked the Members to propose and second the said resolution:

Proposed by: Mr. Gautam Tiwari
Seconded by: Mr. Bharat Shah

Chairman then requested the Members for their views, suggestions and also provided opportunity to raise queries, if any, on the Financial Statements of the Company.

Shareholders namely Mrs. Shobhana Mehta, Mrs. Celestine Mascarenhas, Mr. Bharat Shah, Mr. Gautam Tiwari, Mr. Yusuf Rangwala, Mr. Sandip Parasnis and Mr. Kiran Paranjape raised various questions which *inter-alia* included:

- CAPEX for 3 years and average cost of borrowing
- Research & Development, being major focus areas, expenditure incurred on R & D.
- QIDP status
- Effect of Chinese economy / INR fall on the Company
- USFDA Alert and status / expected time to resolve the same.
- CSR activities

Further, members also provided feedback/ suggestions as under:

- Appreciated the
 - quality of work done in the area of CSR activities
 - quality of Annual Report and timely receipt of the same
 - various awards and recognitions received by the Company
 - quantum of dividend paid during Financial Year 2014-15
- Arrangement of site visit for the members of the Company
- Consider bonus issue and split of Equity Shares of the Company

The Chairman, thereafter, responded to the queries raised by Members of the Company such as CAPEX, US FDA status, AA Rating by India Ratings & Research Pvt. Ltd. assigned for Long Term facilities and adoption of village in future as a part of CSR.

Thereafter, the Chairman took 2nd item of Notice of AGM as under:-

**Resolution No. 2
(Ordinary Resolution)**

Declaration of dividend on preference shares at the rate of 0.01% absorbing a sum of Rs.298,557/-

"RESOLVED THAT dividend @ 0.01% (Rs. 0.0005 per Preference Share of Rs. 5/- each) be and is hereby declared on 475,659,941 Non-Convertible Cumulative Redeemable

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Preference shares of Rs. 5/- each and 121,454,927 Optionally Convertible Cumulative Redeemable Preference Shares of Rs. 5/- each out of the net profits of the Company as per the provisions of section 124 of the Companies Act, 2013 absorbing a sum of Rs.298,557/-

RESOLVED FURTHER THAT such dividend be paid to those Preference Shareholders whose names appear on Register of Preference Shareholders / List of Beneficial Owners as on the close of working hours of 4th September, 2015 and that such dividend be paid within 30 days period."

Proposed by: Mrs. Celestine Mascarenhas

Seconded by: Mrs. Shobhana Mehta

The Chairman then took 3rd item of Notice of AGM as under:-

Resolution No. 3 (Ordinary Resolution)	Confirmation of the payment of interim dividend aggregating to Rs. 20/- per Equity Share of Face value of Rs. 5/- each (i.e. 400%) made during the financial year 2014-15
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"RESOLVED THAT interim dividend aggregating to Rs. 20/- per Equity Share of Face Value of Rs. 5/- each paid to the members of the Company during the financial year 2014-15 be and is hereby noted and confirmed."

Proposed by : Mr. Bharat Shah

Seconded by : Mr. Gautam Tiwari

The Chairman then informed the members that since the next item relate to re-appointment of his son, Dr. Murtaza Khorakiwala, as Director, he requested Mr. Shekhar Datta, Director to take the Chair and conduct the proceedings of the item No. 4 of the Notice of AGM.

Mr. Shekhar Datta wished the members and took up the Item No. 4 of the Notice as under:-

Resolution No. 4 (Ordinary Resolution)	Re-appointment of Dr. Murtaza Khorakiwala (DIN: 00102650) as Director, liable to retire by rotation
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"RESOLVED THAT Dr. Murtaza Khorakiwala (DIN: 00102650) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Proposed by: Mr. Gautam Tiwari

Seconded by: Mrs. Shobhana Mehta

Mr. Shekhar Datta then requested Dr. H. F. Khorakiwala, Chairman to take the Chair and continue the proceedings of the remaining items of the Notice of AGM.

Dr. H F Khorakiwala took the Chair and took up the 5th item of the Notice as under:-

Resolution No. 5 (Ordinary Resolution)	Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors of the Company
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"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No.: 103523W), who were appointed as the Statutory Auditors at the last Annual General Meeting ('AGM') of the Company held on 15th September, 2014 for a term of five years

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[i.e., till the conclusion of 20th AGM] as Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this AGM till the conclusion of Seventeenth AGM on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors."

Proposed by: Mr. Bharat Shah

Seconded by: Mr. Stephen D'souza

The Chairman then took the 6th item of the Notice as under:-

**Resolution No. 6
(Ordinary Resolution)**

**Appointment of Ms. Tasneem Mehta (DIN: 05009664) as
an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') & the Rules framed thereunder, Schedule IV to the Act and Clause 49 of the Listing Agreement (including any statutory modifications or amendments or re-enactment thereof for the time being in force), Ms. Tasneem Mehta (DIN: 05009664), who was appointed as an Additional Director of the Company with effect from 30th September, 2014 under Section 161 of the Act and in respect of whom, the Company has received a notice in writing pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term upto 29th September, 2019."

Proposed by: Mrs. Celestine Mascarenhas

Seconded by: Mr. Gautam Tiwari

The Chairman then took the 7th item of the Notice as under:-

**Resolution No. 7
(Ordinary Resolution)**

**Appointment of Mr. Baldev Raj Arora (DIN: 00194168) as
an Independent Director**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') & the Rules framed thereunder, Schedule IV to the Act and Clause 49 of the Listing Agreement (including any statutory modifications or amendments or re-enactment thereof for the time being in force), Mr. Baldev Raj Arora (DIN: 00194168), who was appointed as an Additional Director of the Company with effect from 28th May, 2015 under Section 161 of the Act and in respect of whom, the Company has received a notice in writing pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term upto 27th May, 2020."

Proposed by: Mrs. Shobhana Mehta

Seconded by: Mr. Gautam Tiwari

The Chairman then took the 8th item of the Notice as under:-

**Resolution No. 8
(Ordinary Resolution)**

**Ratification of remuneration payable to Cost Auditors
for the Financial Year 2015-16**

"**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or amendments or re-enactment thereof for the time being in force), the remuneration of Rs. 3,35,000/- plus service tax as applicable and reimbursement of actual travel & out-of-pocket expenses, as approved by the Board of Directors of the Company, payable to M/s. Kirit Mehta & Co., Cost Accountants for conducting Audit of Cost Accounts

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relating to Pharmaceutical activities of the Company for the year ending on 31st March, 2016, be and is hereby ratified and confirmed."

Proposed by : Mr. Akhtar Shamsi
Seconded by: Mr. Bharat Shah

The Chairman then took the last item no. 9 of the Notice as under:-

Resolution No. 9 (Special Resolution)	Adoption of new set of Articles of Association of the Company pursuant to the provisions of the Companies Act, 2013
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"**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 of the Companies Act, 2013 ('the Act') read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association, be and is hereby approved and adopted as new set of Articles of Association in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard, from time to time."

Proposed by: Mr. Shekhar Datta
Seconded by: Mr. Gautam Tiwari

The Chairman again informed the members that members who have not casted their vote by E-voting can cast their vote in Poll paper and put the same in polling box. The Poll was conducted as per the provisions of Companies Act, 2013 and applicable Rules made thereunder.

The Chairman then declared that the business to be transacted at this AGM was concluded and thanked all members for their participation in the meeting and support to the Company.

The meeting concluded at 11.00 a.m. with a vote of thanks to the Chair.

The Consolidated results of the E-voting and Poll were declared by the Company on 12th September, 2015 itself to the Stock Exchanges and on the websites of the Company and CDSL as summarized hereunder:-

Item No. 1 of the Notice (Ordinary Resolution)

Adoption of:

- (a) the Audited Financial Statements of the Company for the year ended 31st March, 2015 together with the Board's Report & Report of Auditors thereon; and
 (b) the Audited Consolidated Financial Statements of the Company for the year ended 31st March, 2015 and the Report of Auditors thereon

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	%	No. of shares	%	No of shares	No. of shares
Remote E-Voting	92,029,810	99.97	28,523	0.03	2,88,750	0
Physical Voting	294,510	100.00	0	0.00	0	300
TOTAL	92,324,320	99.97	28,523	0.03	2,88,750	300


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The Votes cast in favour are more than the votes cast against the resolution.

Table showing bifurcations of Promoters, Financial Institutions and Others

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outst- anding shares	No. of votes - In Favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	8,19,85,382	8,19,85,382	100.00	8,19,85,382	0	100.00	0.00
Public Institutional Holders	1,41,46,676	96,62,203	68.30	96,33,688	28,515	99.70	0.30
Public- Others	1,43,62,345	7,05,258	4.91	7,05,250	8	99.99	0.01
TOTAL	11,04,94,403	9,23,52,843	83.58	9,23,24,320	28,523	99.97	0.03

Item No. 2 of the Notice (Ordinary Resolution)

Declaration of dividend on Preference Shares at the rate of 0.01%, absorbing a sum of Rs. 2,98,557/-

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	%	No. of shares	%	No of shares	No. of shares
Remote E-Voting	9,23,46,082	99.99	1,001	0.01	0	0
Physical Voting	294,510	100.00	0	0.00	0	300
TOTAL	9,26,40,592	99.99	1,001	0.01	0	300

The Votes cast in favour are more than the votes cast against the resolution.

Table showing bifurcations of Promoters, Financial Institutions and Others

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outst- anding shares	No. of votes - In Favour	No. of votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	8,19,85,382	8,19,85,382	100.00	8,19,85,382	0	100.00	0.00
Public Institutional Holders	1,41,46,676	99,50,953	70.34	99,50,953	0	100.00	0.00
Public- Others	1,43,62,345	7,05,258	4.91	7,04,257	1,001	99.76	0.24
TOTAL	11,04,94,403	9,26,41,593	83.84	9,26,40,592	1,001	99.99	0.01


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HELD AT Aurangabad ON 12/9/2015 TIME 10.00 a.m**Item No. 3 of the Notice (Ordinary Resolution)**

Confirmation of the payment of interim dividend aggregating to Rs. 20/- per Equity Share of Face Value of Rs. 5/- each (i.e. 400%) made during the financial year 2014-15.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	%	No. of shares	%	No of , shares	No. of shares
Remote E-Voting	9,23,47,082	100.00	1	0.00	0	0
Physical Voting	294,510	100.00	0	0.00	0	300
TOTAL	9,26,41,592	100.00	1	0.00	0	300

The Votes cast in favour are more than the votes cast against the resolution.

Table showing bifurcations of Promoters, Financial Institutions and Others

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outst- anding shares	No. of votes - In Favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	8,19,85,382	8,19,85,382	100.00	8,19,85,382	0	100.00	0.00
Public Institutional Holders	1,41,46,676	99,50,953	70.34	99,50,953	0	100.00	0.00
Public- Others	1,43,62,345	7,05,258	4.91	7,05,257	1	100.00	0.00
TOTAL	11,04,94,403	9,26,41,593	83.84	9,26,41,592	1	100.00	0.00

Item No. 4 of the Notice (Ordinary Resolution)

Appointment of a Director in place of Dr. Murtaza Khorakiwala (DIN: 00102650), who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	%	No. of shares	%	No of shares	No. of shares
Remote E-Voting	9,14,59,380	99.99	78	0.01	8,87,625	0
Physical Voting	2,94,510	100.00	0	0.00	0	300
TOTAL	9,17,53,890	99.99	78	0.01	8,87,625	300

The Votes cast in favour are more than the votes cast against the resolution.

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Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outst- anding shares	No. of votes - In Favour	No. of votes Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	8,19,85,382	8,10,97,757	98.92	8,10,97,757	0	100.00	0.00
Public Institutional Holders	1,41,46,676	99,50,953	70.34	99,50,953	0	100.00	0.00
Public Others	1,43,62,345	7,05,258	4.91	7,05,180	78	99.98	0.02
TOTAL	11,04,94,403	9,17,53,968	83.03	9,17,53,890	78	99.99	0.01

Note: Dr. H. F. Khorakiwala, Dr. Huzaifa Khorakiwala, Dr. Murtaza Khorakiwala and Ms. Nafisa Khorakiwala abstained from voting on this resolution.

Item No. 5 of the Notice (Ordinary Resolution)**Ratification of appointment of Haribhakti & Co. LLP, Chartered Accountants as the Statutory Auditors**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	%	No. of shares	%	No of shares	No. of shares
Remote E-Voting	9,18,17,623	99.43	5,29,460	0.57	0	0
Physical Voting	294,510	100.00	0	0.00	0	300
TOTAL	9,21,12,133	99.43	5,29,460	0.57	0	300

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outst- anding shares	No. of votes - In Favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	8,19,85,382	8,19,85,382	100.00	8,19,85,382	0	100.00	0.00
Public Institutional Holders	1,41,46,676	99,50,953	70.34	94,21,731	5,29,222	94.68	5.39
Public- Others	1,43,62,345	7,05,258	4.91	7,05,020	238	99.94	0.08
TOTAL	11,04,94,403	9,26,41,593	83.84	92,112,133	5,29,460	99.43	0.57


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HELD AT Aurangabad ON 12/1/2015 TIME 10.00 a.m.**Item No. 6 of the Notice (Ordinary Resolution)****Appointment of Ms. Tasneem Mehta (DIN: 05009664) as an Independent Director**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	%	No. of shares	%	No of shares	No. of shares
Remote E-Voting	9,19,17,967	99.54	4,29,116	0.46	0	0
Physical Voting	2,88,510	97.96	6,000	2.04	0	300
TOTAL	9,22,06,477	99.53	4,35,116	0.47	0	300

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outst- anding shares	No. of votes - In Favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	8,19,85,382	8,19,85,382	100.00	8,19,85,382	0	100.00	0.00
Public Institutional Holders	1,41,46,676	99,50,953	70.34	95,22,115	4,28,838	95.69	4.31
Public- Others	1,43,62,345	7,05,258	4.91	6,98,980	6,278	99.10	0.90
TOTAL	11,04,94,403	9,26,41,593	83.84	9,22,06,477	4,35,116	99.53	0.47

Item No. 7 of the Notice (Ordinary Resolution)**Appointment of Mr. Baldev Raj Arora (DIN: 00194168) as an Independent Director**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	%	No. of shares	%	No of shares	No. of shares
Remote E-Voting	9,22,94,914	99.94	52,119	0.06	50	0
Physical Voting	2,93,310	99.59	1,200	0.41	0	300
TOTAL	9,25,88,224	99.94	53,319	0.06	50	300

The Votes cast in favour are more than the votes cast against the resolution.

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HELD AT Aurangabad ON 12/9/2015 TIME 10:00 a.m.**Table showing Bifurcations of Promoters, Financial Institutions and Others:**

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outst- anding shares	No. of votes - In Favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	8,19,85,382	8,19,85,382	100.00	8,19,85,382	0	100.00	0.00
Public Institutional Holders	1,41,46,676	99,50,953	70.34	98,99,082	51,871	99.48	0.52
Public Others	1,43,62,345	7,05,208	4.91	7,03,760	1,448	99.79	0.21
TOTAL	11,04,94,403	9,26,41,543	83.84	9,25,88,224	53,319	99.94	0.06

Item No. 8 of the Notice (Ordinary Resolution)**Ratification of remuneration payable to Cost Auditors for the Financial Year 2015-16**

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	%	No. of shares	%	No of shares	No. of shares
Remote E-Voting	9,22,94,996	99.94	51,887	0.06	200	0
Physical Voting	294,510	100.00	0	0.00	0	300
TOTAL	9,25,89,506	99.94	51,887	0.06	200	300

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outst- anding shares	No. of votes - In Favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	8,19,85,382	8,19,85,382	100.00	8,19,85,382	0	100.00	0.00
Public Institutional Holders	1,41,46,676	99,50,953	70.34	98,99,082	51,871	99.48	0.52
Public Others	1,43,62,345	7,05,058	4.90	7,05,042	16	99.99	0.01
TOTAL	11,04,94,403	9,26,41,393	83.84	9,25,89,506	51,887	99.94	0.06

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Aurangabad

ON

12/9/2015

TIME

10.00 a.m.

Item No. 9 of the Notice (Special Resolution)

Adoption of new set of Articles of Association of the Company pursuant to the provisions of the Companies Act, 2013

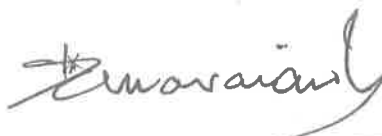
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	No. of shares	%	No. of shares	%	No of shares	No. of shares
Remote E-Voting	9,15,20,039	99.10	8,27,044	0.90	0	0
Physical Voting	2,94,510	100.00	0	0.00	0	300
TOTAL	9,18,14,549	99.10	8,27,044	0.90	0	300

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others

Promoter/ Public	No. of shares held	No. of Votes polled	% of votes polled on outst- anding shares	No. of votes - In Favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter & Promoter Group	8,19,85,382	8,19,85,382	100.00	8,19,85,382	0	100.00	0.00
Public Institutional Holders	1,41,46,676	99,50,953	70.34	91,23,917	8,27,036	91.69	8.31
Public-Others	1,43,62,345	7,05,258	4.91	7,05,250	8	99.99	0.01
TOTAL	11,04,94,403	9,26,41,593	83.84	9,18,14,549	8,27,044	99.10	0.90

Date and Place of recording: 21/9/2015
Date of Signing: 8/10/2015


CHAIRMAN

CHAIRMAN'S INITIALS