



GlaxoSmithKline Pharmaceuticals Ltd.  
GSK House,  
Dr. Annie Besant Road, Worli,  
Mumbai - 400 030

Tel No: +91 22 2495 9595  
Fax No: +91 22 2495 9494  
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July 28, 2016

To,

**BSE LIMITED  
LIMITED**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400001

**THE NATIONAL STOCK EXCHANGE OF INDIA**

Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai - 400051

Dear Sirs,

**Re: Regulation 44 (3) of Listing Obligations and disclosure Requirement Regulations, 2015  
("LODR")**

**Sub: Disclosure of Voting Results of the 91<sup>st</sup> Annual General Meeting of the Company**

This is with reference to the 91<sup>st</sup> Annual General Meeting of the Company held today i.e. on Thursday, 28<sup>th</sup> July 2016 at 3.00 p.m. at Birla Matushri Sabhagar, 19, Marine Lines, Mumbai 400020.

In Compliance with the provisions of Regulations 44(3) of the LODR, Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 as amended, the Company had provided voting facility to all its members to enable them to cast their vote on all matters listed in the Notice dated 25<sup>th</sup> May, 2016 convening the Annual General Meeting through electronic means (remote e-voting) during the period commencing from Monday, 25<sup>th</sup> July 2016 (9.00 a.m.) to Wednesday, 27<sup>th</sup> July 2016 (5.00 p.m.).

The Company had also provided voting facility to the members present at the Annual General Meeting through ballot and who had not cast their vote earlier through remote e-voting facility. We wish to inform you that all the resolutions contained in the Notice of the Annual General Meeting dated 25<sup>th</sup> May 2016 were approved by the Members.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the brief proceedings of the Annual General Meeting (AGM) of the Company.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are also submitting herewith the details regarding the voting results of the business transacted at the said AGM in the prescribed format.



**GlaxoSmithKline Pharmaceuticals Ltd.**  
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Further, we are also enclosing the Consolidated Report of the Scrutinizer on e-voting and voting through ballot forms at the AGM.

The above are also being uploaded on the Company's website.

You are requested to take a note of the same and bring it to the notice of all concerned.

Thanking you,

Yours faithfully  
**For GlaxoSmithKline Pharmaceuticals Limited**

A handwritten signature in black ink, appearing to read 'Ajay Nadkarni', written in a cursive style.

Ajay Nadkarni  
General Manager – Administration  
& Company Secretary

**Encl:**



**Brief details of the items deliberated at the annual general meeting held on July 28, 2016 and the results**

Sr. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Results
1	To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statement) of the Company for year ended on 31 <sup>st</sup> March 2016 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
2	To declare Dividend on Equity Shares for the year ended 31 <sup>st</sup> March 2016.	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
3	To appoint a Director in place of Mr. Raju Krishnaswamy (DIN No. 03043004) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
4	To appoint a Director in place of Mr. Ronald C. Sequeira (DIN No. 01549120) who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
5	Appointment of Auditors and payment of remuneration	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
6.	Appointment of Mr. Annaswamy Vaidheesh as a Managing Director	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
7.	Reappointment of Mr. Raju Krishnaswamy as a Wholetime Director	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
8.	Reappointment of Mr. Ronald C. Sequeria as a Wholetime Director	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
9.	Ratification of Remuneration to Cost Auditor	Ordinary	E-voting and ballot paper at the AGM	Passed with requisite majority
10.	Commission to Independent Directors	Special	E-voting and ballot paper at the AGM	Passed with requisite majority



GLAXOSMITHKLINE PHARMACEUTICALS LTD	
Date of the AGM/EGM	28-07-2016
Total number of shareholders on record date	94826
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	0
Public:	200
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

ORDINARY - To receive, consider and adopt the Audited Financial Statements (including consolidated Financial Statements) of the Company for the year ended 31st March 2016 together with the Reports of the Board of Directors and the Auditors thereon.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	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	E-Voting	63527262	63527262	100.00	63527262	0	100.0000	0.00	
	Poll	63527262	0	0.00	00	0	0.0000	0.00	
	Total	63527262	63527262	100.00	63527262	0	100	0.00	
Public- Institutions	E-Voting	10178015	9273854	91.12	9273854	0	100.0000	0.00	
	Poll	10178015	0	0.00	00	0	0.0000	0.00	
	Total	10178015	9273854	91.12	9273854	0	100	0.00	
Public- Non Institutions	E-Voting	10997740	94527	0.86	94525	2	99.9978	0.00	
	Poll	10997740	3242	0.03	3156	86	97.3473	2.65	
	Total	10997740	97769	0.89	97681	88	197	2.65	
	Total	84703017	72898885	86.06	72898797	88	100.00	0.00	

ORDINARY - To declare Dividend for the year ended 31st March 2016.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	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	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000	
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000	
	Total	63527262	63527262	100	63527262	0	100.0000	0.0000	
Public- Institutions	E-Voting	10178015	9286854	91.2443	9286854	0	100.0000	0.0000	



Category	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
Poll	10178015	0	0.0000	00	00	0.0000	0.0000
Total	10178015	9286854	91.24	9286854	0	100.0000	0.0000
E-Voting	10997740	94529	0.8595	94527	2	99.9978	0.0021
Poll	10997740	3242	0.0295	3156	86	97.3473	2.6526
Total	10997740	97771	0.89	97683	0	99.9100	0.0000
Total	84703017	72911887	86.08	72811799	0	100.00	0.00

Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	Mode of Voting	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
ORDINARY - Re-appointment of Mr. Raju Krishnaswamy as a Director.											
Promoter and Promoter Group											
E-Voting					63527262	63527262	100.0000	63527262	0	100.0000	0.0000
Poll					63527262	0	0.0000	00	00	0.0000	0.0000
Total					63527262	63527262	100	63527262	0	100.0000	0.0000
Public- Institutions					10178015	9286854	91.2443	9244471	42383	99.5436	0.4563
Poll					10178015	0	0.0000	00	00	0.0000	0.0000
Total					10178015	9286854	91.24	9244471	0	99.5436	0.0000
Public- Non Institutions					10997740	94513	0.8594	94292	221	99.7661	0.2338
E-Voting					10997740	322	0.0302	322	0	100.0000	0.0000
Poll					10997740	97835	0.89	97614	0	99.7741	0.0000
Total					84703017	72911951	86.08	72869247	0	99.94	0.00

Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	Mode of Voting	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
ORDINARY - Re-appointment of Mr. Ronald C. Sequeira as a Director											
Promoter and Promoter Group											
E-Voting					63527262	63527262	100.0000	63527262	0	100.0000	0.0000
Poll					63527262	0	0.0000	00	00	0.0000	0.0000
Total					63527262	63527262	100	63527262	0	100.0000	0.0000
Public- Institutions					10178015	9286854	91.2443	9244471	42383	99.5436	0.4563
Poll					10178015	0	0.0000	00	00	0.0000	0.0000
Total					10178015	9286854	91.24	9244471	0	99.5436	0.0000
Public- Non Institutions					10997740	94513	0.8594	94492	21	99.9777	0.0222
E-Voting					10997740	3242	0.0295	3242	0	100.0000	0.0000
Poll					10997740	97755	0.89	97734	0	99.9785	0.0000
Total					84703017	72911871	86.08	72869457	0	99.94	0.00



ORDINARY - Re-appointment of M/s Price Waterhouse & Co Bangalore LLP, the retiring Auditors of the Company as Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company and approve their remuneration.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	No	No	No	No	No	No
Category	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	E-Voting	63527262	100.0000	63527262	0	100.0000	0.0000		
	Poll	63527262	0.0000	00	0	0.0000	0.0000		
	Total	63527262	100	63527262	0	100.0000	0.0000		
Public- Institutions	E-Voting	10178015	91.2443	9286854	0	100.0000	0.0000		
	Poll	10178015	0.0000	00	0	0.0000	0.0000		
	Total	10178015	91.24	9286854	0	100.0000	0.0000		
Public- Non Institutions	E-Voting	10997740	0.8595	94527	2	99.9978	0.0021		
	Poll	10997740	0.0272	2695	291	90.2545	9.7454		
	Total	10997740	0.89	97222	0	99.6995	0.0000		
	Total	84703017	86.08	72911631	0	100.00	0.00		

ORDINARY - Appointment of Mr. Annaswamy Vaidheesh as a Managing Director.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	No	No	No	No	No	No
Category	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	E-Voting	63527262	100.0000	63527262	0	100.0000	0.0000		
	Poll	63527262	0.0000	00	0	0.0000	0.0000		
	Total	63527262	100	63527262	0	100.0000	0.0000		
Public- Institutions	E-Voting	10178015	91.2443	924471	42383	99.5436	0.4563		
	Poll	10178015	0.0000	00	0	0.0000	0.0000		
	Total	10178015	91.24	924471	42383	99.5436	0.4563		
Public- Non Institutions	E-Voting	10997740	0.8571	94039	221	99.7655	0.2344		
	Poll	10997740	0.0279	3066	0	100.0000	0.0000		
	Total	10997740	0.89	97105	0	99.7729	0.0000		
	Total	84703017	86.08	72868838	0	99.94	0.00		

ORDINARY - Re-appointment & remuneration of Mr. Raju Krishnaswamy as a Whole-time Director.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	No	No	No	No	No	No



Category	Mode of Voting	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	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000
	Total	63527262	63527262	100	63527262	0	100.0000	0.0000
Public- Institutions	E-Voting	10178015	9286854	91.2443	9244471	42383	99.5436	0.4563
	Poll	10178015	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Total	10178015	9286854	91.24	9244471	0	99.5436	0.0000
	E-Voting	10997740	94260	0.8571	94039	221	99.7655	0.2344
	Poll	10997740	2986	0.0272	2986	0	100.0000	0.0000
Total	10997740	97246	0.88	97025	0	99.7727	0.0000	
Total		84703047	72911442	86.08	72868758	0	99.94	0.00

Resolution required: (Ordinary/ Special) ORDINARY - Re-appointment & remuneration of Mr. Ronald C. Sequeira as a Whole-time Director.

Category	Mode of Voting	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	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000
	Total	63527262	63527262	100	63527262	0	100.0000	0.0000
Public- Institutions	E-Voting	10178015	9286854	91.2443	9244471	42383	99.5436	0.4563
	Poll	10178015	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Total	10178015	9286854	91.24	9244471	0	99.5436	0.0000
	E-Voting	10997740	94260	0.8571	94239	21	99.9777	0.0222
	Poll	10997740	3066	0.0279	3066	0	100.0000	0.0000
Total	10997740	97326	0.89	97305	0	99.9784	0.0000	
Total		84703047	72911442	86.08	72869038	0	99.94	0.00

Resolution required: (Ordinary/ Special) ORDINARY - Ratification of Remuneration to Cost Auditor.

Category	Mode of Voting	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	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000
	Total	63527262	63527262	100	63527262	0	100.0000	0.0000
Public- Institutions	E-Voting	10178015	9286854	91.2443	9244471	42383	99.5436	0.4563
	Poll	10178015	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Total	10178015	9286854	91.24	9244471	0	99.5436	0.0000
	E-Voting	10997740	94260	0.8571	94239	21	99.9777	0.0222
	Poll	10997740	3066	0.0279	3066	0	100.0000	0.0000
Total	10997740	97326	0.89	97305	0	99.9784	0.0000	
Total		84703047	72911442	86.08	72869038	0	99.94	0.00





Promoter and Promoter Group	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
	Poll	63527262	0	0.0000	00	0	0.0000	0.0000
	Total	63527262	63527262	100		0	100.0000	0.0000
Public- Institutions	E-Voting	10178015	9286854	91.2443	9286854	0	100.0000	0.0000
	Poll	10178015	0	0.0000	00	0	0.0000	0.0000
	Total	10178015	9286854	91.24	9286854	0	100.0000	0.0000
Public- Non Institutions	E-Voting	10997740	94529	0.8595	94477	52	99.9449	0.0550
	Poll	10997740	2986	0.0272	2946	40	98.6604	1.3395
	Total	10997740	97515	0.89	97423	0	99.9057	0.0000
	Total	84705017	72911531	86.08	72911531	0	100.00	0.00

Special - Commission to Independent Directors.									
Resolution required: (Ordinary/ Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	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	Yes	E-Voting	63527262	63527262	100.0000	63527262	0	100.0000	0.0000
		Poll	63527262	0	0.0000	00	0	0.0000	0.0000
		Total	63527262	63527262	100		0	100.0000	0.0000
Public- Institutions		E-Voting	10178015	9286854	91.2443	8397468	889386	90.4231	9.5768
		Poll	10178015	0	0.0000	00	0	0.0000	0.0000
		Total	10178015	9286854	91.24	8397468	0	90.4232	0.0000
Public- Non Institutions		E-Voting	10997740	94529	0.8595	93978	551	99.4171	0.5828
		Poll	10997740	2959	0.0269	2777	182	93.8492	6.1507
		Total	10997740	97488	0.89	96755	0	99.2481	0.0000
		Total	84705017	72911531	86.08	72021495	0	98.73	0.00





**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

To,  
The Chairman  
GlaxoSmithKline Pharmaceuticals Limited  
Dr. Annie Besant Road,  
Mumbai - 400030

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting /physical ballot conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and voting through ballot paper at the Annual General Meeting of GlaxoSmithKline Pharmaceuticals Limited held on Thursday, July 28, 2016 at 3.00 p.m.**

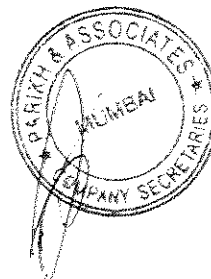
I, P. N. Parikh, of M/s. Parikh & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of GlaxoSmithKline Pharmaceuticals Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 91<sup>st</sup> Annual General Meeting (AGM) of GlaxoSmithKline Pharmaceuticals Limited held on Thursday, July 28, 2016 at 3.00 p.m.

I was also appointed as Scrutinizer to scrutinize the voting process at the said AGM held on July 28, 2016.

The Notice dated May 25, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

The Company had availed the e-voting facility offered by Karvy Computershare Private Limited (Karvy) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the shareholders who do not have access to remote e-voting facility.

The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through e-voting facility or by physical ballot forms. The shareholders of the company holding shares as on the "cut-off" date of July 21, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM.



The voting period for remote e-voting commenced on Monday, July 25, 2016 at 09:00 a.m. (IST) and ended on Wednesday, July 27, 2016 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted. No physical ballot forms (sent for shareholders who do not have access to remote e-voting facility) were received.

I have scrutinized and reviewed the e-voting and votes tendered therein based on the data downloaded from the Karvy Computershare Private Limited (Karvy) e-voting system and the physical ballot forms received respectively and voting through ballot paper at the AGM.

I now submit my consolidated Report as under on the result of the e-voting/physical ballot forms and voting through ballot paper at the AGM in respect of the said Resolutions.

#### Resolution 1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements (including consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> March 2016 together with the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

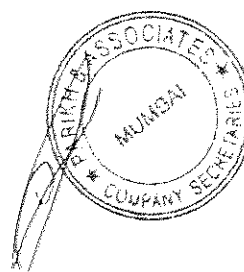
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
154	72898797	100.00 (Rounded off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	88	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	81



**Resolution 2: Ordinary Resolution**To declare Dividend for the year ended 31<sup>st</sup> March 2016.

(i) Voted in favour of the resolution:

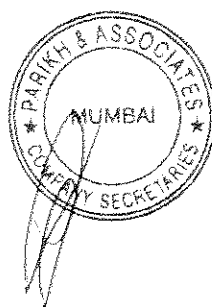
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
157	72911799	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	88	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	81



**Resolution 3: Ordinary Resolution****Re-appointment of Mr. Raju Krishnaswamy (DIN 03043004) as a Director.**

(i) Voted in favour of the resolution:

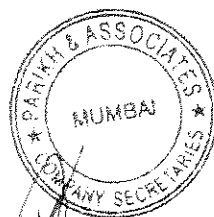
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
154	72869347	99.94

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	42604	0.06

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
1	1



**Resolution 4: Ordinary Resolution**

Re-appointment of Mr. Ronald C. Sequeira (DIN 01549120) as a Director.

(i) Voted in favour of the resolution:

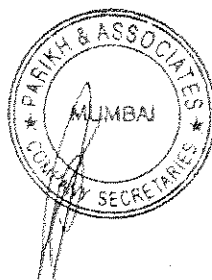
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
154	72869467	99.94

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	42404	0.06

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	81



**Resolution 5: Ordinary Resolution**

Re-appointment of M/s Price Waterhouse & Co Bangalore LLP, the retiring Auditors of the Company as Auditors of the Company from the conclusion of this Annual General Meeting ("AGM") until the conclusion of the next AGM of the Company and approve their remuneration.

(i) Voted in favour of the resolution:

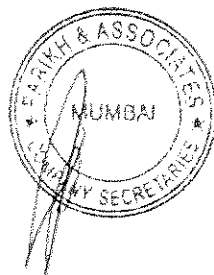
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
154	72911338	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	293	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	337



**Resolution 6: Ordinary Resolution****Appointment of Mr. Annaswamy Vaidheesh (DIN 01444303) as a Managing Director.**

(i) Voted in favour of the resolution:

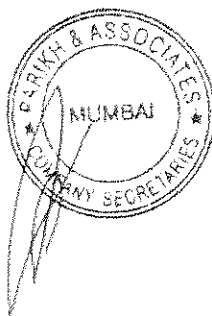
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
152	72868838	99.94

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	42604	0.06

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	257





**Resolution 7: Ordinary Resolution**

**Re-appointment & remuneration of Mr. Raju Krishnaswamy (DIN 03043004) as a Whole-time Director.**

(i) Voted in favour of the resolution:

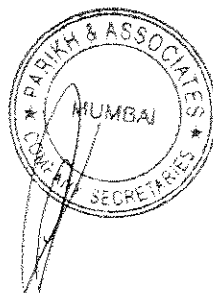
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
151	72868758	99.94

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
6	42604	0.06

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	337



**Resolution 8: Ordinary Resolution**

**Re-appointment & remuneration of Mr. Ronald C. Sequeira (DIN 01549120) as a Whole-time Director.**

(i) Voted in favour of the resolution:

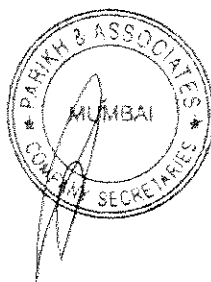
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
153	72869038	99.94

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	42404	0.06

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
2	257



**Resolution 9: Ordinary Resolution****Ratification of Remuneration to Cost Auditor.**

(i) Voted in favour of the resolution:

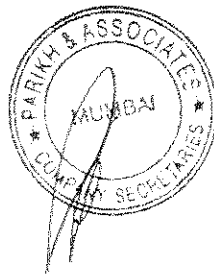
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
155	72911539	100.00 (Rounded Off)

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	92	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
3	337



**Resolution 10: Special Resolution****Commission to Independent Directors.**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
144	72021485	98.78

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	890119	1.22

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
4	364

Thanking you,

Yours faithfully,

P. N. Parikh

Parikh &amp; Associates

Practising Company Secretaries

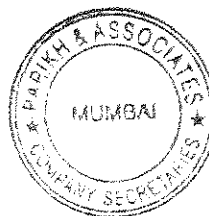
FCS: 327 CP No.: 1228

111, 11<sup>th</sup> Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri West, Mumbai - 400053



Place: Mumbai

Dated: July 28, 2016