

S. V. Deulkar
Practicing company secretary
63, Ashoknagar, Pune -411007

Sr. No.	Resolution	e-voting		Voting by poll		Result
		Votes casted in favour	Votes casted against	Votes casted in favour	Votes casted against	
1.	Adoption of Financial Statements for the year ended 31 st March, 2014.	67143276	10000	146428520	Nil	Resolution passed requisite majority
2.	Approval of final dividend and to ratify final dividend	67207245	NIL	146875708	Nil	Resolution passed unanimously
3.	Re-appointment of Mr. Casimiro Antonio Vieira Leitao who retires by rotation	37947329	28772981	141968150	4907558	Resolution passed with requisite majority
4.	Re-appointment of Mr. Edward Phillip Pence who retires by rotation.	50300585	16419725	143478380	3397328	Resolution passed with requisite majority
5.	Appointment of Auditors and fixing their remuneration	66995743	200137	146875675	5	Resolution passed with requisite majority
6.	Appointment of Mr. Rajasekhar Menon as Director of the Company	65855638	1351607	146415075	460633	Resolution passed with requisite majority
7.	Appointment of Mr. Mark Smith as Director of the Company	65985234	1222011	146875703	5	Resolution passed with requisite majority
8.	Appointment of Mr. Priya Shankar Dasgupta, as Independent Director of the company.	37986735	29209185	142227350	4648358	Resolution passed with requisite majority



9.	Appointment of Mr. Venu Srinivasan, as Independent Director of the company.	37878343	29317577	146643302	232406	Resolution passed with requisite majority
10.	Appointment of Mr. Rajeev Bakshi, as Independent Director of the company.	46131648	21064272	146784129	91579	Resolution passed with requisite majority
11.	Appointment of Mr. Nasser Mukhtar Munjee, as Independent Director of the Company.	46131648	21064272	142651980	4223728	Resolution passed with requisite majority
12.	Appointment of Mr. Prakash Telang as Independent Director of the Company.	66242641	964604	146875703	5	Resolution passed with requisite majority
13.	Appointment of Mr. Pradeep Bhargava as an Advisor to the Company on a retainership basis to provide professional services.	38317563	28889682	142582350	4293358	Resolution passed with requisite majority
14.	Approval of Related Party Transactions.	67135672	68	146875675	5	Resolution passed with requisite majority
15.	Approval on Related Party Transactions which are not in the ordinary course of business.	65607230	1528510	146875675	5	Resolution passed with requisite majority
16.	Payment of commission to independent Non-Whole-Time Directors.	65715410	1420330	146616331	259349	Resolution passed with requisite majority

Place: Pune
Date: August 1st, 2014



S.V. Deulkar
Practicing Company Secretary
CP No: 965

S. V. Deulkar
Practicing company secretary
63, Ashoknagar, Pune -411007

Scrutinizer(s) Report

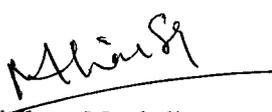
[Pursuant to rule section 108 of the companies Act, 2013 and rule 20(xi) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman
53rd Annual General Meeting of the Equity shareholders
of Cummins India Limited to be held on 1st day of August, 2014 at 12:00 noon at
Yashada, MDC Auditorium, Baner Road, Pune 411 007

Dear Sir,

I, S. V. Deulkar, Practicing Company Secretary having office at 63, Ashoknagar, Pune 411007, have been appointed as scrutinizer of Cummins India Limited ("the company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 53rd Annual General Meeting of the Equity shareholders of Cummins India Limited to be held on 1st day of August, 2014 at 12:00 noon at Yashada, MDC Auditorium, Baner Road, Pune 411 007. I submit my report as under:

1. The e-voting period remained open from 26th July, 2014 (9.00 a.m) to 28th July, 2014 (6.00 p.m)
2. The shareholders holding shares as on the "cut off" date i.e. 26th July, 2014 were entitled to vote on the proposed resolutions (item no. 1 to 16 as set out in the Notice of the 53rd AGM of Cummins India Limited)
3. The votes were unblocked on 29th July, 2014 around 10.30 a.m in the presence of two witnesses, Mr. Sridhar Mudaliar (22 -A Hanuman Nagar, Pune - 411016) and Mr. Abhijeet Modak, (Prakash developers, S. No. 34, Opp W. N. C, Vadgaon sheri, Pune - 411014) who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Name : Sridhar Mudaliar


Name : Abhijeet Modak



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)

5. The result of the e-voting is as under:

a) Resolution 1 – Adoption of Financial Statements for the year ended 31st March, 2014

(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
199*	67143276	99.98%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	10000	0.02%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6*	225869

b) Resolution 2 – Declaration of Dividend

(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
205*	67207245	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
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1*	171900

c) Resolution 3 – Re-appointment of Mr. Casimiro Antonio Vieira Leitao who retires by rotation

(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
121*	37947329	56.87%

(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
79	28772981	43.13%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6*	658835

d) Resolution 4 – Re-appointment of Mr. Edward Phillip Pence who retires by rotation.

(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
144*	50300585	75.39%

(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
56	16419725	24.61%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6*	658835

e) Resolution 5 – Appointment of Auditors and fixing 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
193*	66995743	99.70%

(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
10	200137	0.30%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3*	183265

f) Resolution 6 – Appointment of Mr. Rajasekhar Menon 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
198*	65855638	97.99%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
7	1351607	2.01%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1*	171900

g) Resolution 7 – Appointment of Mr. Mark Smith 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
200*	65985234	98.18%

(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
5	1222011	1.82%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1*	171900

h) Resolution 8 – Appointment of Mr. Priya Shankar Dasgupta, 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
118*	37986735	56.53%

(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
86	29209185	43.47%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2*	183225

i) Resolution 9 – Appointment of Mr. Venu Srinivasan, 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
117*	37878343	56.37%

(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
87	29317577	43.63%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2*	183225

j) Resolution 10 – Appointment of Mr. Rajeev Bakshi, 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
129*	46131648	68.65%

(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
75	21064272	31.35%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2*	183225

k) Resolution 11 - Appointment of Mr. Nasser Mukhtar Munjee, 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
129*	46131648	68.65%

(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
75	21064272	31.35%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2*	183225

l) Resolution 12 - Appointment of Mr. Prakash Manjanath Telang 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
196*	66242641	98.56%

(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
9	964604	1.44%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1*	171900

m) Resolution 13 - Appointment of Mr. Pradeep Bhargava as an Advisor.

(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
121*	38317563	57.01%

(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
84	28889682	42.99%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
1*	171900

n) Resolution 14 - Approval of 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
199*	67135672	99.99%

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	68	0.0001%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5*	243405

o) Resolution 15 - Approval to the Board of Directors to enter into the Leave and License Agreement/s with the Related Parties on arms length basis.

(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
196*	65607230	97.72%

(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
5	1528510	2.28%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5*	243405

p) Resolution 16 – Approval for payment of remuneration to the Directors

(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
195*	65715410	97.88%

(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
6	1420330	2.12%



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5*	243405

*1 shareholder has voted for less than his actual shareholding.

6. The register, all other papers and relevant records relating electronic voting shall remain in my safe custody until the chairperson considers, approves, signs the Minutes of the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully,



S. V. Deulkar
Practicing Company Secretary
C. P. No. 965



Place: Pune
Date : 29.07.2014

S. V. Deulkar
Practicing Company secretary
63, Ashoknagar, Pune -411007

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
53rd Annual General Meeting of the Equity shareholders of Cummins India Limited,
held on 1st day of August, 2014, at 12:00 noon, at Yashada, MDC Auditorium, Baner
Road, Pune - 411007.

Dear Sir,

I, S. V. Deulkar, Practicing Company Secretary having office at 63, Ashoknagar, Pune
- 411007, have been appointed as scrutinizer of Cummins India Limited ("the
Company") for the purpose of the poll taken on below mentioned resolution(s), at the
53rd Annual General Meeting of the Equity shareholders of Cummins India Limited to
be held on 1st day of August, 2014 at 12 noon at Yashada, MDC Auditorium, Baner
Road, Pune - 411007.

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept
for polling was locked in our presence with due identification marks placed by
us.
2. The locked ballot box was subsequently opened in our presence and poll papers
were diligently scrutinized. The poll papers were reconciled with the records
maintained by the Company/ Registrar and Transfer Agents of the Company
and the authorizations/ proxies lodged with the Company.
3. The poll papers, which were incomplete and/ or which were otherwise found
defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:
 - a) Resolution 1 - Adoption of Balance Sheet, Statement of Profit and Loss,
Report of the Board of Directors and Auditors for the year ended March 31,
2014.



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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
101*	146428520	100%

*Includes part invalid of 8 members.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14*	458523

*Includes part assent of 8 members.

b) Resolution 2 – Approval of final dividend for the Financial Year ended March 31, 2014 and to ratify interim dividend declared in February, 2014.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
102*	146875708	100%

*Includes part invalid of 8 members.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 8 members.



- c) Resolution 3 – Appointment of a director in place of Mr. Casimiro Antonio Vieira Leitao, who retires by rotation and being eligible, seeks re-appointment.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83*	141968150	96.66%

*Includes part invalid of 7 members and decent of 1 member.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
19*	4907558	3.34%

*Includes part assent of 1 member and part Invalid of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 7 members and part dissent of 1 member.

- d) Resolution 4 – Appointment of a director in place of Mr. Edward Phillip Pence, who retires by rotation and being eligible, seeks re-appointment.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
90*	143478380	97.69%

*Includes part Invalid of 7 members and dissent of 1 member.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12*	3397328	2.31%

*Includes part assent of 1 member and part invalid of 1 member.



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 7 members

e) Resolution 5 – Appointment of Auditors of the Company.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
101*	146875675	99.999%

*Includes part Invalid of 8 members and part dissent of 1 member.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1*	5	0.001%

*Includes part assent of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14*	11363

*Includes part assent of 8 members.

f) Resolution 6 – Appointment of Mr. Rajasekhar Menon as Director liable to retire by rotation.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
99*	146415075	99.69%

*Includes part Invalid of 8 members and includes part dissent of 1 member.



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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4*	460633	0.31%

*Includes part assent of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 8 members

- g) Resolution 7 – Appointment of Mr. Mark Smith, as a Director of the liable to retire by rotation.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
102*	146875703	99.999%

*Includes part Invalid of 8 members and includes part dissent of 1 member.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1*	5	0.001%

*Includes part assent of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 8 members

- h) Resolution 8 – Appointment of Mr. Priya Shankar Dasgupta, as an Independent Director upto July 31, 2019.



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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
85*	142227350	96.84%

*Includes part Invalid of 7 members and part dissent of 1 member

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17*	4648358	3.16%

*Includes part assent of 1 member and part invalid of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 7 members and part dissent of 1 member

i) Resolution 9 – Appointment of Mr. Venu Srinivasan, as an Independent Director upto July 31, 2019.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
97*	146643302	99.84%

*Includes part Invalid of 8 members and part dissent of 1 member.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6*	232406	0.16%

*Includes part assent of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 8 members.



- j) Resolution 10 – Appointment of Mr. Rajeev Bakshi, as an Independent Director upto July 31, 2019..

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
99*	146784129	99.94%

*Includes part Invalid of 8 members and part dissent of 1 member.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4*	91579	0.06%

*Includes part assent of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 8 members.

- k) Resolution 11 – Appointment of Mr. Nasser Munjee, as an Independent Director upto July 31, 2019.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
87*	142651980	97.12%

*Includes part Invalid of 7 members and part dissent of 1 member.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15*	4223728	2.88%

*Includes part assent of 1 member and part invalid of 1 member.



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 7 members and part dissent of 1 member.

- l) Resolution 12 - Appointment of Mr. Prakash Telang, as an Independent Director upto July 31, 2019.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
102*	146875703	99.999%

*Includes part Invalid of 8 members and part dissent of 1 member.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1*	5	0.001%

*Includes part assent of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 8 members.

- m) Resolution 13 - Appointment of Mr. Pradeep Bhargava, as an Alternate Director, as an Advisor on retainership basis.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
85*	142582350	97.08%

*Includes part invalid of 7 members part dissent of 1 member.



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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17*	4293358	2.92%

*Includes part assent of 1 member and part invalid of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13*	11335

*Includes part assent of 7 members and part dissent of 1 member.

n) Resolution 14 - Approval on material Related Party Transactions.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
101*	146875675	99.999%

*Includes part invalid of 8 members and part dissent of 1 member

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1*	5	0.001%

*Includes part assent of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14*	11363

*Includes part assent of 8 members.

o) Resolution 15 – Approval on Related Party Transactions which are not in the ordinary course of business.



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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
101*	146875675	99.999%

*Includes part invalid of 8 members part dissent of 1 member.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1*	5	0.001%

*Includes part assent of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14*	11363

*Includes part assent of 8 members.

p) Resolution 16 - Payment of commission to independent Non-Whole-Time Directors.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
96*	146616331	99.82%

*Includes part invalid of 7 members and part dissent of 1 member.

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

Number of members voted by poll (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5*	259349	0.18%

*Includes part assent of 1 member.

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
14*	11363

*Includes part assent of 7 members .



5. A list of equity shareholders who voted " FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



S. V. Deulkar
Practicing Company Secretary
C. P. No. 965

Place: Pune

Date: 1st August, 2014