



15TH ANNUAL GENERAL MEETING HELD ON SATURDAY, 9TH AUGUST, 2014

Declaration of Results of e-voting and poll

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Adani Ports and Special Economic Zone Limited ("the Company") had provided e-voting facility to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 15th Annual General Meeting (AGM), The e-voting was open from 9.00 a.m. on 3rd August, 2014 up to 6.00 p.m. on 5th August, 2014.

Further, in line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting of Show of Hands was not permitted at the general meeting where e-voting has been offered to the members. Therefore, at the 15th AGM, voting was conducted by means of poll.

The Board of Directors had appointed CS Chirag Shah, Practicing Company Secretary as the Scrutinizer for e-voting and CS Ravi Kapoor for poll. The Scrutinizers have carried out the scrutiny of all the electronic votes received till 6.00 p.m. on 5th August, 2014 and on poll at the 15th AGM and submitted their Reports, on 6th August, 2014 and 9th August, 2014, respectively, The Reports of Scrutinizer are attached herewith.

The consolidated Results as per the Scrutinizer's above mentioned Reports are as follows:

Sr No	Item	Type of Resolution	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
1.	Adoption of Annual Accounts of the Company as on 31 st March, 2014	Ordinary	177,74,28,743	99.9963	65,455	0.0037
2.	Declaration of Dividend on Preferences Shares	Ordinary	177,86,28,435	99.9963	65,580	0.0037
3.	Declaration of Dividend on Equity Shares	Ordinary	177,86,93,710	100.0000	250	0.0000
4.	Re-appointment of Mr. Rajesh S. Adani who retires by rotation	Ordinary	176,51,31,695	99.2375	135,62,320	0.7625
5.	Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Auditors of the Company and fixing their remuneration	Ordinary	177,33,94,624	99.8373	28,89,662	0.1627

Adani Ports and Special Economic Zone Ltd
Adani House
Nr Mithakhali Circle, Navrangpura
Ahmedabad 380 009
Gujarat, India

Tel +91 79 2656 5555
Fax +91 79 2555 5500
info@adani.com
www.adani.com



CIN : L63090GJ1998PLC034182

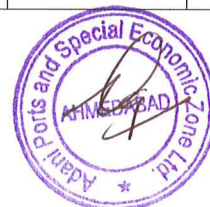
Registered Office: Adani House, Nr Mithakhali Circle, Navrangpura, Ahmedabad 380 009, Gujarat, India



Sr No	Item	Type of Resolution	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
6.	Appointment of Mr. D. T. Joseph as an Independent Director	Ordinary	176,79,91,038	99.3983	107,02,902	0.6017
7.	Appointment of Mr. Arun Duggal as an Independent Director	Ordinary	176,05,19,866	98.9782	181,74,074	1.0218
8.	Appointment of Prof. G. Raghuram as an Independent Director	Ordinary	177,72,42,954	99.9184	14,50,986	0.0816
9.	Appointment of Mr. G. K. Pillai as an Independent Director	Ordinary	177,69,08,502	99.8996	17,85,438	0.1004
10.	Appointment of Mr. Sanjay Lalbhai as an Independent Director	Ordinary	168,29,35,005	94.6266	955,65,636	5.3734
11.	Appointment of Mr. A. K. Rakesh, IAS as a Director liable to retire by rotation	Ordinary	177,62,40,597	99.8621	24,53,343	0.1379
12.	Appointment of Mr. Sudipta Bhattacharya as a Director liable to retire by rotation	Ordinary	177,62,41,997	99.8621	24,51,943	0.1379
13.	Appointment of Mr. Sudipta Bhattacharya as Whole Time Director of the Company	Special	177,16,98,568	99.6067	69,95,372	0.3933
14.	Re-appointment of Dr. Malay Mahadevia as Whole Time Director of the Company	Special	177,17,00,068	99.6068	69,93,872	0.3932
15.	Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013	Special	177,44,92,618	99.7638	42,01,397	0.2362
16.	Creation of charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013	Special	177,45,27,593	99.7658	41,66,422	0.2342

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Sr No	Item	Type of Resolution	No. of votes in favour	% of votes in favour	No. of votes against	% of votes against
17.	Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 5000 Crores	Special	177,61,23,280	99.8555	25,70,635	0.1445
18.	Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis	Special	177,45,88,871	99.7692	41,04,994	0.2308
19.	Adoption of new Articles of Association of the Company	Special	177,04,46,309	99.7945	36,44,940	0.2055

Based on the Reports of the Scrutinizer, all Resolutions as set out in the Notice of 15th AGM have been duly approved by the Members with requisite majority.

For Adani Ports and Special Economic Zone Limited


Gautam S. Adani
 Chairman

Date: 9th August, 2014

Encl: a/a





CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,

S.M. Road, Satellite, Ahmedabad - 380 015.

Ph.: 079-40020304 / 40020305

E-mail : chi118_min@yahoo.com

Scrutinizers' Report

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

The Chairman

15th Annual General Meeting of the Equity Shareholders of

Adani Ports and Special Economic Zone Limited

To be held on 9th day of August, 2014 at 9.30 a.m.

At J.B. Auditorium Hall, Ahmedabad Management Association,

AMACOMPLEX, ATIRA, Dr. Vikram Sarabhai Marg,

Ahmedabad - 380 015

Dear Sir,

I, Chirag B. Shah, Proprietor of M/s. Chirag Shah & Associates, Company Secretaries, having office at 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad-380015 have been appointed as Scrutinizer of Adani Ports and Special Economic Zone Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 15th Annual General Meeting of the Equity Shareholders of Adani Ports and Special Economic Zone Limited, to be held on 9th day of August, 2014 at 9.30. a.m. at " J.B. Auditorium Hall , Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad – 380 015." I submit my report as under:

1. The e-voting period remained open from 3rd August, 2014, 9.00 a.m. to 5th August' 2014, 6.00 p.m.
2. The shareholders holding shares as on the "cut off" date i.e. July 4, 2014 were entitled to vote on the proposed resolutions (items No. 1 to 19 as set out in the Notice of the 15th AGM of the Adani Ports and Special Economic Zone Limited).
3. The votes were unblocked on 6th August, 2014 around 03.00 p.m. in the presence of two witnesses Ms. Krisa Patel and Ms. Chiragana Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Ms. Krisa Patel


Name: Ms. ChiraganaShah



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 Systems Limited (<http://evotingindia.co.in>): - **Annexure - A**

5. The results of the e-voting are as under:

(a) Resolution No. 1:

Adoption of Annual Accounts of the Company as on 31st March, 2014:

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
298	1754468699	99.931639%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
5	380	0.000022%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
7	1199817*

* One shareholder has exercised only 455942 votes in favor out of total his 1037324 votes. So remaining 581382 votes which he has not exercised is counted in column (iii) of above.

(b) Resolution No. 2:

Declaration of Dividend on Preference Shares

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
304	1755668391	99.999971%



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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
6	505	0.000029%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
-	-

(c) **Resolution No. 3 :**

Declaration of Dividend on Equity Shares.

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
306	1755668591	99.999983%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
2	250	0.000014%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
2	55



(d) Resolution No. 4:

Re-appointment of Mr. Rajesh S. Adani as Director who retires by rotation

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
284	1743034190	99.280348%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
26	12634706	0.719652%

(iii) No of members Votes for **Abstain:**

Total number of members whose votes were abstained	Total number of votes
-	-

(e) Resolution No. 5:

Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Auditors of the Company and fixing their remuneration

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
291	1750434580	99.701862%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
13	2824587	0.160884%



(iii) No of members Votes for **Abstain:**

Total number of members whose votes were abstained	Total number of votes
6	2409729

(f) **Resolution No. 6:**

Appointment of Mr. D. T. Joseph as an Independent Director

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
291	1745893533	99.443211%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
18	9775288	0.556784%

(iii) No of members Votes for **Abstain:**

Total number of members whose votes were abstained	Total number of votes
1	75

(g) **Resolution No. 7:**

Appointment of Mr. Arun Duggal as an Independent Director

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
292	1737559822	98.968537%



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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
17	18108999	1.031459%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
1	75

(h) **Resolution No. 8:**

Appointment of Prof. G. Raghuram as an Independent Director

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
300	1754282910	99.921057%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
9	1385911	0.078939%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
1	75



(i) Resolution No. 9:

Appointment of Mr. G. K. Pillai as an Independent Director

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
300	1754282860	99.921054%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
9	1385961	0.078942%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
1	75

(j) Resolution No. 10:

Appointment of Mr. Sanjay Lalbhai as an Independent Director

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
172	1661963531	94.662697%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
139	93705290	5.337299%



(iii) No of members Votes for **Abstain:**

Total number of members whose votes were abstained	Total number of votes
1	75

(k) **Resolution No. 11:**

Appointment of Mr. A. K. Rakesh, IAS as a Director liable to retire by rotation.

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
297	1753280553	99.863964%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
12	2388268	0.136032%

(iii) No of members Votes for **Abstain:**

Total number of members whose votes were abstained	Total number of votes
1	75

(l) **Resolution No. 12:**

Appointment of Mr. Sudipta Bhattacharya as a Director liable to retire by rotation

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
298	1753281953	99.864044%



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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
11	2386868	0.135952%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
1	75

(m) **Resolution No. 13:**

Appointment of Mr. Sudipta Bhattacharya as a Whole Time Director of the Company:

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
286	1749601063	99.654386%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
23	6067758	0.345609%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
1	75



(n) **Resolution No. 14 :**

Re-Appointment of Dr. Malay Mahadevia as a Whole Time Director of the Company:

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
287	1749602563	99.654472%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
22	6066258	0.345524%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
1	75

(o) **Resolution No. 15:**

Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
273	1751532574	99.764402%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
37	4136322	0.235598%



(iii) No of members Votes for **Abstain:**

Total number of members whose votes were abstained	Total number of votes
-	-

(p) **Resolution No. 16 :**

Creation of charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
279	1751567549	99.766394%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
31	4101347	0.233606%

(iii) No of members Votes for **Abstain:**

Total number of members whose votes were abstained	Total number of votes
-	-

(Q) **Resolution No. 17:**

Approval of offer or invitation to subscribe to securities for an amount not exceeding Rs. 5,000 Crores.

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
295	1753163236	99.857282%



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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
13	2505560	0.142713%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
2	100

(R) **Resolution No. 18:**

Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
279	1751628827	99.769884%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
29	4039919	0.230107%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
2	150



(S) **Resolution No. 19:**

Adoption of new Article of Association of the Company:

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

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
281	1747486265	99.533931%

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

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
16	3579865	0.203903%

(iii) No of members Votes for **Abstain**:

Total number of members whose votes were abstained	Total number of votes
13	4602766

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,


Chirag Shah
Proprietor
Chirag Shah and Associates
Company Secretaries
COP: 3498
Membership: FCS 5545
Place: Ahmedabad
Dated: 06.08.2014



ANNEXURE - A

EVSN 140708022 for Adani Ports and Special Economic Zone Limited
ISIN INE742F01042:ADANI PORTS AND SPECIAL ECONOMIC ZONE LTD
Nominal Value 2
Voting Rights 1
Total Folios Voted 310

Res. No.				Total
1	1754468699 (84.75%)	380 (0.00%)		1754469079
2	1755668391 (84.81%)	505 (0.00%)		1755668896
3	1755668591 (84.81%)	250 (0.00%)		1755668841
4	1743034190 (84.20%)	12634706 (0.61%)		1755668896
5	1750434580 (84.56%)	2824587 (0.14%)		1753259167
6	1745893533 (84.34%)	9775288 (0.47%)		1755668821
7	1737559822 (83.94%)	18108999 (0.87%)		1755668821
8	1754282910 (84.75%)	1385911 (0.07%)		1755668821
9	1754282860 (84.75%)	1385961 (0.07%)		1755668821
10	1661963531 (80.29%)	93705290 (4.53%)		1755668821
11	1753280553 (84.70%)	2388268 (0.12%)		1755668821
12	1753281953 (84.70%)	2386868 (0.12%)		1755668821
13	1749601063 (84.52%)	6067758 (0.29%)		1755668821
14	1749602563 (84.52%)	6066258 (0.29%)		1755668821
15	1751532574 (84.61%)	4136322 (0.20%)		1755668896
16	1751567549 (84.61%)	4101347 (0.20%)		1755668896
17	1753163236 (84.69%)	2505560 (0.12%)		1755668796
18	1751628827 (84.62%)	4039919 (0.20%)		1755668746
19	1747486265 (84.42%)	3579865 (0.17%)		1751066130



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

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

To,
The Chairman,
Adani Ports and Special Economic Zone Limited

The 15th Annual General Meeting of the members of Adani Ports and Special Economic Zone Limited (the Company) held on Saturday, August 9, 2014 at J.B. Auditorium Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad.

Dear Sir,

I, **Ravi Kapoor, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 15th Annual General Meeting of the Equity Shareholders of Adani Ports and Special Economic Zone Limited held on Saturday, August 9, 2014 at 9.30 a.m. at J.B. Auditorium Hall, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, two locked ballot boxes kept for polling were sealed in my presence with due identification marks placed by me
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent 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:



Ravi Kapoor

Item No. 1- Ordinary Resolution**Adoption of Annual Accounts of the Company together with the Reports of Board of Directors and the Auditors' Report for the year ended on March 31, 2014.**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

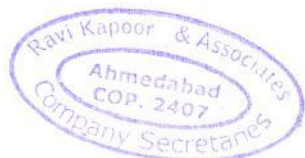
Item No. 2- Ordinary Resolution**Declaration of Dividend on Preferences Shares**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28



A handwritten signature in blue ink that reads "Ravi Kapoor".

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 3- Ordinary Resolution

Declaration of Dividend on Equity Shares

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
88	23025119	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
Nil	N.A	N.A

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 4- Ordinary Resolution

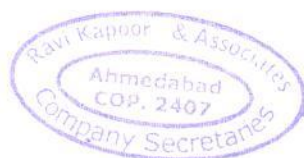
Re-appointment of Mr. Rajesh S. Adani as Director who retires by rotation

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
81	22097505	95.97

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
7	927614	4.03



Ravi Kapoor

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 5 - Ordinary Resolution

Appointment of M/s. S R B C & CO LLP, Chartered Accountants, as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting of the Company and fixing their remuneration

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 6 - Ordinary Resolution

Appointment of Mr. D. T. Joseph as an Independent Director

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
81	22097505	95.97

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
7	927614	4.03



Ravi Kapoor

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 7 - Ordinary Resolution

Appointment of Mr. Arun Duggal as an Independent Director

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 8 - Ordinary Resolution

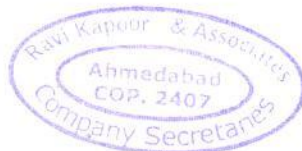
Appointment of Prof. G. Raghuram as an Independent Director

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28



Ravi Kapoor

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 9- Ordinary Resolution

Appointment of Mr. G. K. Pillai as an Independent Director

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
85	22625642	98.27

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
3	399477	1.73

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 10 - Ordinary Resolution

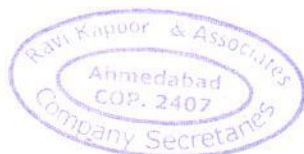
Appointment of Mr. Sanjay Lalbhai as an Independent Director

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
69	20971474	91.08

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
18	1860346	8.08



Ravi Kapoor

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

(iv) 1 Member abstained from voting on this resolution.

Item No. 11 - Ordinary Resolution

Appointment of Mr. A. K. Rakesh, IAS as a Director liable to retire by rotation

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 12 - Ordinary Resolution

Appointment of Mr. Sudipta Bhattacharya as a Director liable to retire by rotation

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72



Raj Kapoor

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 13 - Special Resolution

Appointment of Mr. Sudipta Bhattacharya as Whole Time Director of the Company

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
81	22097505	95.97

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
7	927614	4.03

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 14 - Special Resolution

Re-appointment of Dr. Malay Mahadevia as Whole Time Director of the Company

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
81	22097505	95.97



Ravi Kapoor

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
7	927614	4.03

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 15 - Special Resolution

Approval of Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 16 - Special Resolution

Approval for creation of charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013



Ravi K. Jain

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 17- Special Resolution

Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 5,000 Crores

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780



Ravi Kapoor

Item No. 18 - Special Resolution

Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28

(iii) Invalid Votes:

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780

Item No. 19 - Special Resolution

Approval of adoption of new Articles of Association of the Company

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	22960044	99.72

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
2	65075	0.28

(iii) Invalid Votes:

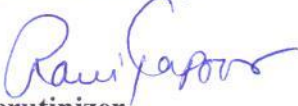
Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
13	264780



Ravi Kapoor

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 all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

**Thanking you,
Yours Faithfully,**



Scrutinizer

Name: Ravi Kapoor

Practicing Company Secretary

FCS: 2587; COP: 2407

Place: Ahmedabad

Date: 09/08/2014

