हिन्दुस्तान पेट्रोलियम कॉर्पोरेशन लिमिटेड
(भारत सरकार उपक्रम) रजिस्टर्ड ऑफिस : 17, जमशेदजी टाटा रोड, मुंबई - 400 020.
HINDUSTAN PETROLEUM CORPORATION LIMITED
(A GOVERNMENT OF INDIA ENTERPRISE) REGISTERED OFFICE : 17, JAMSHEDJI TATA ROAD, MUMBAI - 400 020.

17, जमशेदजी टाटा रोड, पोस्ट बॉक्स नं. - 11041, मुंबई - 400 020. दूरभाष - 2286 3900 • फॅक्स - 2287 2992 • ई-मेल : corphqo@hpcl.co.in
17, Jamshedji Tata Road, P. O. Box No. - 11041, Mumbai - 400 020. Tel. : 2286 3900 • Fax : 2287 2992 • e-mail : corphqo@hpcl.co.in
CIN No.: L23201MH1952GOI008858

Ref.: Co.Secy./VM/325/2017

September 16, 2017

Director – Investor Services & Listing,
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001 **Script Code : 500104**

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex,
Bandra East,
Mumbai – 400 051 **Script Name : HINDPETRO**

Sub.: Voting Results on the Resolutions – 65th Annual General Meeting of Hindustan Petroleum Corporation Limited.

Dear Sirs,

We write further to our letter Ref. Co.Secy/VM/324/2017 dtd. September 15, 2017 forwarding therewith proceeding of 65th Annual General Meeting of the Company which was held on September 15, 2017 at 11.00 A.M. at Y.B. Chavan Auditorium, Yashwantrao Chavan Pratisthan, General Jagannathrao Bhosale Marg, Mumbai – 400 021.

We now forward herewith Voting Results (e-Voting and voting through Ballot Papers) on the Resolutions transacted in the said Annual General Meeting in the format specified by SEBI pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with report of Scrutinizer, for hosting it on the website of the Exchanges. The said documents are also available on the website of the company www.hindustanpetroleum.com

Thanking you,

Very truly yours,

Shrikant M. Bhosekar
Company Secretary

Encl: a/a

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)	1 - To receive, consider and adopt the Audited Financial Statement of the Corporation for the Financial Year ended March 31, 2017 and Reports of the Board of Directors and Auditors thereon.
Whether promoter/ promoter group are interested in the agenda/resolution?	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	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	424543259	76.2563	424543259	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**424543259**	**76.2563**	**424543259**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	188245435	12842210	6.8221	12842093	117	99.9991	0.0009
	Poll		10796304	5.7352	10796304	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23638514**	**12.5573**	**23638397**	**117**	**99.9995**	**0.0005**
Total		**1523822625**	**1227027148**	**80.5230**	**1227027031**	**117**	**100.0000**	**0.0000**

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)	**2 - To confirm interim Equity dividends declared for Financial Year 2016-2017 and to approve Final Equity Dividend for the Financial Year 2016-2017.**
Whether promoter/ promoter group are interested in the agenda/resolution?	**NO**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	428653835	76.9947	428653835	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**428653835**	**76.9947**	**428653835**	**0**	**100.0000**	**0.0000**
Public Non Institutions	E-Voting	188245435	12842210	6.8221	12841508	702	99.9945	0.0055
	Poll		10796304	5.7352	10796304	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23638514**	**12.5573**	**23637812**	**702**	**99.9970**	**0.0030**
Total		**1523822625**	**1231137724**	**80.7927**	**1231137022**	**702**	**99.9999**	**0.0001**

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Shri Sandeep Poundrik (DIN01865958), who retires by rotation and being eligible, offers himself for reappointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	428653835	76.9947	202363377	226290458	47.2090	52.7910
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**428653835**	**76.9947**	**202363377**	**226290458**	**47.2090**	**52.7910**
Public Non Institutions	E-Voting	188245435	12842168	6.8220	12777024	65144	99.4927	0.5073
	Poll		10796304	5.7352	10796304	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23638472**	**12.5572**	**23573328**	**65144**	**99.7244**	**0.2756**
Total		**1523822625**	**1231137682**	**80.7927**	**1004782080**	**226355602**	**81.6141**	**18.3859**

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)	4 - To appoint a Director in place of Shri J. Ramaswamy (DIN06627920), who retires by rotation and being eligible, offers himself for reappointment.
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	428653835	76.9947	165803367	262850468	38.6800	61.3200
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**428653835**	**76.9947**	**165803367**	**262850468**	**38.6800**	**61.3200**
Public Non Institutions	E-Voting	188245435	12842168	6.8220	12776642	65526	99.4898	0.5102
	Poll		10796304	5.7352	10796304	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23638472**	**12.5572**	**23572946**	**65526**	**99.7228**	**0.2772**
Total		**1523822625**	**1231137682**	**80.7927**	**968221688**	**262915994**	**78.6445**	**21.3555**

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)	**5 - Appointment of Shri S. Jeyakrishnan (DIN07234397) as Director of the Corporation.**
Whether promoter/ promoter group are interested in the agenda/resolution?	**NO**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	428653835	76.9947	285908528	142745307	66.6992	33.3008
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**428653835**	**76.9947**	**285908528**	**142745307**	**66.6992**	**33.3008**
Public Non Institutions	E-Voting	188245435	12842168	6.8220	12776157	66011	99.4860	0.5140
	Poll		10796304	5.7352	10796304	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23638472**	**12.5572**	**23572461**	**66011**	**99.7207**	**0.2793**
Total		**1523822625**	**1231137682**	**80.7927**	**1088326364**	**142811318**	**88.4001**	**11.5999**

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary) — **6 - Appointment of Shri Vinod S. Shenoy (DIN07632981) as Director of the Corporation.**

Whether promoter/ promoter group are interested in the agenda/resolution? — **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	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	428653835	76.9947	285908528	142745307	66.6992	33.3008
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**428653835**	**76.9947**	**285908528**	**142745307**	**66.6992**	**33.3008**
Public Non Institutions	E-Voting	188245435	12842168	6.8220	12777140	65028	99.4936	0.5064
	Poll		10796304	5.7352	10796304	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23638472**	**12.5572**	**23573444**	**65028**	**99.7249**	**0.2751**
Total		**1523822625**	**1231137682**	**80.7927**	**1088327347**	**142810335**	**88.4001**	**11.5999**

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)		7 - Appointment of Smt. Asifa Khan (DIN07730681) as Independent Director of the Corporation.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	419945243	75.4304	412803816	7141427	98.2994	1.7006
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**419945243**	**75.4304**	**412803816**	**7141427**	**98.2994**	**1.7006**
Public Non Institutions	E-Voting	188245435	12842168	6.8220	12776555	65613	99.4891	0.5109
	Poll		10796304	5.7352	10796288	16	99.9999	0.0001
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23638472**	**12.5572**	**23572843**	**65629**	**99.7224**	**0.2776**
Total		**1523822625**	**1222429090**	**80.2212**	**1215222034**	**7207056**	**99.4104**	**0.5896**

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)			8 - Appointment of Shri G.V. Krishna (DIN01640784) as Independent Director of the Corporation.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	419945243	75.4304	392790415	27154828	93.5337	6.4663
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**419945243**	**75.4304**	**392790415**	**27154828**	**93.5337**	**6.4663**
Public Non Institutions	E-Voting	188245435	12842168	6.8220	12777092	65076	99.4933	0.5067
	Poll		10796304	5.7352	10796303	1	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23638472**	**12.5572**	**23573395**	**65077**	**99.7247**	**0.2753**
Total		**1523822625**	**1222429090**	**80.2212**	**1195209185**	**27219905**	**97.7733**	**2.2267**

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary) — **9 - Appointment of Dr. Trilok Nath Singh (DIN07767209) as Independent Director of the Corporation.**

Whether promoter/ promoter group are interested in the agenda/resolution? — **NO**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	419945243	75.4304	395420907	24524336	94.1601	5.8399
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**419945243**	**75.4304**	**395420907**	**24524336**	**94.1601**	**5.8399**
Public Non Institutions	E-Voting	188245435	12842168	6.8220	12776822	65346	99.4912	0.5088
	Poll		10796304	5.7352	10796303	1	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23638472**	**12.5572**	**23573125**	**65347**	**99.7236**	**0.2764**
Total		**1523822625**	**1222429090**	**80.2212**	**1197839407**	**24589683**	**97.9885**	**2.0115**

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)			**10 - Payment of Remuneration to Cost Auditors for Financial Year 2017-2018.**					
Whether promoter/ promoter group are interested in the agenda/resolution?			**NO**					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes –Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	428653835	76.9947	426023343	2630492	99.3863	0.6137
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**428653835**	**76.9947**	**426023343**	**2630492**	**99.3863**	**0.6137**
Public Non Institutions	E-Voting	188245435	12842125	6.8220	12840378	1747	99.9864	0.0136
	Poll		10796304	5.7352	10796303	1	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23638429**	**12.5572**	**23636681**	**1748**	**99.9926**	**0.0074**
Total		**1523822625**	**1231137639**	**80.7927**	**1228505399**	**2632240**	**99.7862**	**0.2138**

Hindustan Petroleum Corporation Limited

Resolution Required : (Ordinary)	11 - Approval for Material Related Party Transactions.
Whether promoter/ promoter group are interested in the agenda/resolution?	NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	428629960	76.9904	428469033	160927	99.9625	0.0375
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**428629960**	**76.9904**	**428469033**	**160927**	**99.9625**	**0.0375**
Public Non Institutions	E-Voting	188245435	12841225	6.8215	12839005	2220	99.9827	0.0173
	Poll		10796304	5.7352	10796303	1	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23637529**	**12.5567**	**23635308**	**2221**	**99.9906**	**0.0094**
Total		**1523822625**	**1231112864**	**80.7911**	**1230949716**	**163148**	**99.9867**	**0.0133**

Hindustan Petroleum Corporation Limited								
Resolution Required : (Special)			12 - Borrowing of Funds upto Rs.6000 crores through issue of Debentures / Bonds etc					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	778845375	778845375	100.0000	778845375	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**778845375**	**100.0000**	**778845375**	**0**	**100.0000**	**0.0000**
Public Institutions	E-Voting	556731815	428653835	76.9947	420292644	8361191	98.0494	1.9506
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**428653835**	**76.9947**	**420292644**	**8361191**	**98.0494**	**1.9506**
Public Non Institutions	E-Voting	188245435	12842210	6.8221	12825162	17048	99.8673	0.1327
	Poll		10793456	5.7337	10791955	1501	99.9861	0.0139
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**23635666**	**12.5558**	**23617117**	**18549**	**99.9215**	**0.0785**
Total		**1523822625**	**1231134876**	**80.7925**	**1222755136**	**8379740**	**99.3193**	**0.6807**

UPENDRA SHUKLA
B. Com., F. C. S.
Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 4
Resi : 2611 8257
Mob.: 98211 25846
E-mail : ucshukla@rediffma

The Chairman and Managing Director,
Hindustan Petroleum Corporation Limited,
17, Jamshedji Tata Road,
Mumbai-400 020

Dear Sir,

Sub: Combined Report on E-voting and voting by Ballot Papers conducted at the 65th Annual General Meeting of Hindustan Petroleum Corporation Limited.

1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 as also Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility of e-Voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the notice of 65th Annual General Meeting.

2) In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by Ministry of Corporate Affairs(MCA), voting by show of hands is not permitted at the general meeting where e-Voting has been offered to the Shareholders. Therefore, at the 65th Annual General Meeting of the Company, voting was allowed by the Chairman and was conducted by means of Ballot.

3) I, Upendra C. Shukla, Practicing Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I was also appointed as scrutinizer to scrutinize the voting by means of Ballot Papers at the 65th Annual General Meeting (AGM). The said appointment was for scrutinizing the voting and e-Voting process carried out for the resolutions proposed to be passed at the 65th AGM of the Shareholders of the Company, held on Friday, the 15th September, 2017.

4) M/s. Link Intime Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.

5) My responsibility as a scrutinizer for voting on Ballot, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 65th AGM of the Company.

6) Based on the reports generated from the e-voting system provided by the Central Depository Services (India) Ltd. (CDSL) and also votes cast on Ballot, I submit the consolidated report of the e-voting and the Ballot as under:

...2/-

UPENDRA C. SHUKLA
F.C.S.-2727
C.P.-1654
MUMBAI
COMPANY SECRETARY

C-90, Snehadhara, Dadabhai Cross Road No.3, Vile Parle West, Mumbai - 400 056. Tel.: 2624 3350

Resolution No. 1: Ordinary Resolution: To consider and adopt the Audited Financial Statements of the Corporation for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	980	1216230727	100.00	3	117	0.00	1	42000
Ballot	108	10796304	100.00	0	0	0.00	0	0
Combined	1088	1227027031	100.00	3	117	0.00	1	42000

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 2: Ordinary Resolution: To confirm interim Equity dividends declared for Financial Year 2016-17 and to approve Final Equity Dividend for the Financial Year 2016-17

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	981	1220340718	100.00	3	702	0.00	0	0
Ballot	108	10796304	100.00	0	0	0.00	0	0
Combined	1089	1231137022	100.00	3	702	0.00	0	0

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Shri Sandeep Poundrik (DIN: 01865958) who retires by rotation and being eligible, offers himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	562	993985776	81.45	424	226355602	18.55	2	42
Ballot	108	10796304	100.00	0	0	0.00	0	0
Combined	670	1004782080	81.61	424	226355602	18.39	2	42

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

UPENDRA C. SHUKLA
F.C.S.-2727
C.P.-1654
MUMBAI
COMPANY SECRETARY

Resolution No. 4: Ordinary Resolution: To appoint a Director in place of Shri J. Ramaswamy (DIN: 06627920) who retires by rotation and being eligible, offers himself for re-appointment.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	531	957425384	78.46	453	262915994	21.54	2	42
Ballot	108	10796304	100.00	0	0	0.00	0	0
Combined	639	968221688	78.64	453	262915994	21.36	2	42

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 5: Ordinary Resolution: To appoint Shri S. Jeyakrishnan (DIN: 07234397) as Director of the Corporation.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	677	1077530060	88.30	318	142811318	11.70	2	42
Ballot	108	10796304	100.00	0	0	0.00	0	0
Combined	785	1088326364	88.40	318	142811318	11.60	2	42

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 6: Ordinary Resolution: To appoint Shri Vinod S. Shenoy (DIN: 07632981) as Director of the Corporation

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	677	1077531043	88.30	318	142810335	11.70	2	42
Ballot	108	10796304	100.00	0	0	0.00	0	0
Combined	785	1088327347	88.40	318	142810335	11.60	2	42

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

UPENDRA C. SHUKLA
F.C.S.-2727
C.P.-1654
MUMBAI
COMPANY SECRETARY

...4/-

Resolution No. 7: Ordinary Resolution: To appoint Smt. Asifa Khan (DIN: 07730681) as an Independent Director c the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	933	1204425746	99.41	40	7207040	0.59	11	8708634
Ballot	106	10796288	100.00	2	16	0.00	0	0
Combined	1039	1215222034	99.41	42	7207056	0.59	11	8708634

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 8: Ordinary Resolution: To appoint Shri G.V.Krishna (DIN: 01640784) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	940	1184412882	97.75	33	27219904	2.25	11	8708634
Ballot	107	10796303	100.00	1	1	0.00	0	0
Combined	1047	1195209185	97.77	34	27219905	2.23	11	8708634

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 9: Ordinary Resolution: To appoint Dr. Trilok Nath Singh (DIN: 07767209) as an Independent Director of the Company.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	940	1187043104	97.97	33	24589682	2.03	11	8708634
Ballot	107	10796303	100.00	1	1	0.00	0	0
Combined	1047	1197839407	97.99	34	24589683	2.01	11	8708634

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

UPENDRA C. SHUKLA
F.C.S.-2727
C.P.-1654
MUMBAI
COMPANY SECRETARY

Resolution No. 10: Ordinary Resolution: To approve the payment of remuneration to Cost Auditors for Financial Year 2017-18

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	970	1217709096	99.78	12	2632239	0.22	2	85
Ballot	107	10796303	100.00	1	1	0.00	0	0
Combined	1077	1228505399	99.79	13	2632240	0.21	2	85

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 11: Ordinary Resolution: To approve Material Related Party Transactions.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	957	1220153413	99.99	23	163147	0.01	4	24860
Ballot	107	10796303	100.00	1	1	0.00	0	0
Combined	1064	1230949716	99.99	24	163148	0.01	4	24860

Since combined number of votes cast in favour of the resolution is more than number of votes cast against the resolution, the said ordinary resolution may be declared passed.

Resolution No. 12: Special Resolution: To Borrow funds upto Rs.6000 crores through issue of Debentures/ Bonds etc.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot/ Response received	No. of votes cast	% of votes cast	No. of/ Ballots / Response received	No. of votes cast	% of votes cast	No. of Ballot/ Response	No. of shares/ Votes
E-voting	924	1211963181	99.31	63	8378239	0.69	0	0
Ballot	103	10791955	99.99	3	1501	0.01	2	2848
Combined	1027	1222755136	99.32	66	8379740	0.68	2	2848

Since combined number of votes cast in favour of the resolution is three times more than number of votes cast against the resolution, the said special resolution may be declared passed.

UPENDRA C. SHUKLA COMPANY SECRETARY F.C.S.-2727 C.P.-1654 MUMBAI

...6/-

7) Out of 114 ballot papers, 6 ballot papers were rejected on account of 'non marking of assent and/or dissent by shareholder' (2 cases) and 'signature mismatch' (4 cases) as reconciled with the records of the Registrar and Share Transfer Agent, M/s. Link Intime Pvt. Ltd.

8) A list of Equity Shareholders, who voted through e-voting and through Ballot is kept ready for handing over to the Company Secretary.

9) Ballot papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary.

Thanking you,

UPENDRA C. SHUKLA
F.C.S.-2727
C.P. - 1654
MUMBAI
COMPANY SECRETARY

Yours faithfully,

(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654

Date: 15th September, 2017
Place: Mumbai