

Information on the 71st Annual General Meeting held on 4th August, 2017

Sr. No.	Particulars
1.	Were all the directors present at the Annual General Meeting (AGM)?
Ans.	All the directors, with the exception of Mr. Vikram Singh Mehta, were present at the AGM. Mr. Vikram Singh Mehta was unable to attend the Meeting due to his preoccupation.
2.	Was the Chairman of the Board present at the AGM?
Ans.	Mr. Anand Mahindra, the Chairman of the Board, was present at the AGM.
3.	Was the Chairman of the Audit Committee present at the AGM?
Ans.	The Chairman of the Audit Committee, Mr. Deepak S. Parekh, was present at the AGM.
4.	Was the Chairman of the Nomination and Remuneration Committee present at the AGM?
Ans.	The Chairman of the Governance, Nomination and Remuneration Committee, Mr. M. M. Murugappan, was present at the AGM.
5.	Was the Chairman of the Stakeholders Relationship Committee present at the AGM?
Ans.	The Chairman of the Stakeholders Relationship Committee, Mr. R. K. Kulkarni, was present at the AGM.
6.	Was the requisite quorum present at the AGM?
Ans.	Yes, the requisite quorum was present at the AGM.
7.	Was the Notice of the AGM, alongwith the Explanatory Statement thereto and other accompanying documents, given atleast 21 clear days in advance of the Meeting in the prescribed modes?
Ans.	The Notice of the AGM alongwith the copies of the Audited Financial Statements including Audited Consolidated Financial Statements for the Financial Year ended 31 st March, 2017 together with the Board's and Auditors' Reports were sent to the Equity Shareholders by post, courier or by E-mail within the statutory period.
8.	Were the Notice and Board's Report read out at the AGM?
Ans.	The Notice of the AGM and the Board's Report were taken as read with the consent of the Members.
9.	Were the Statutory Auditors present at the AGM for the adoption of the Auditor's Report?
Ans.	Yes, Mr. Shyamak Tata, the Signing Partner/the Authorised Representative of the Statutory Auditors of the Company, Messrs Deloitte Haskins & Sells, was present at the AGM. Also Mr. Jamil Khatri, Head of Audit, India, B S R & Co. LLP and the signing partner for the audit of the Company on behalf of the new Auditors (B S R & Co. LLP) appointed at the AGM was present at the Meeting.

10.	Was the Secretarial Auditor of the Company present at the AGM for the items pertaining to him?
Ans.	Yes, the Secretarial Auditor of the Company, Mr. Sachin Bhagwat, Practising Company Secretary, was present at the AGM.
11.	Were the Cost Auditors of the Company present at the AGM for the items pertaining to him?
Ans.	Mr. Dushyant Dave, M/s. D. C. Dave & Co., Cost Accountants, the Cost Auditor of the Company, was present at the AGM.
12.	Was the Company Secretary of the Company present at the AGM?
Ans.	Mr. Narayan Shankar, the Company Secretary of the Company, was present at the AGM.
13.	Did the Chairman introduce the new Director proposed for appointment at the AGM?
Ans.	The Chairman introduced Mr TN Manoharan who was inducted as an Independent Director during the Financial Year 2016-2017 and whose appointment as a Director was proposed at the AGM.
14.	Were certain registers, documents, the Auditor's Report and Secretarial Audit Report made available for inspection at the AGM?
Ans.	The Statutory Auditors' Report, Secretarial Auditor's Report, various Registers under the Companies Act, 2013 and documents required to be kept for inspection at the Annual General Meeting, viz. Register of Directors and Key Managerial Personnel and their Shareholdings, Register of Contracts or Arrangements in which Directors are interested, Register of Proxies, the Memorandum and Articles of Association of the Company, and the Certificate from the Statutory Auditors of the Company relating to the implementation of the Company's Employees Stock Option Schemes and Employees Welfare Schemes were placed on the table and were kept open for inspection by the Members.
15.	Were the qualifications, observations or comments, mentioned in the Auditors' Report, which had any adverse effect on the functioning of the Company, read at the AGM?
Ans.	Since the Auditors' Report, issued by Messrs Deloitte Haskins & Sells, Chartered Accountants, on the Audited Financial Statements of the Company including Audited Consolidated Financial Statements for the Financial Year ended 31 st March, 2017 did not contain any such qualifications, observations or comments, it was not required to be read.
16.	Were the qualifications, observations or comments, mentioned in the Secretarial Auditor's Report, which had any adverse effect on the functioning of the Company, read at the AGM?
Ans.	Since the Secretarial Auditor's Report for the Financial Year ended 31 st March, 2017 issued by Mr. Sachin Bhagwat, Practising Company Secretary, did not contain any qualifications, observations or comments which would have adverse effect on the functioning of the Company, the same was not required to be read.

17.	Were the qualifications, observations or comments, mentioned in the Cost Auditor's Report, which had any adverse effect on the functioning of the Company, read at the AGM?
Ans.	Since the Cost Auditor's Report for the Financial Year ended 31 st March, 2017 issued by M/s. D. C. Dave & Co., Cost Accountants did not contain any qualifications, observations or comments, which would have adverse effect on the functioning of the Company, the same was not required to be read.
18.	Did the Company provide the facility of Remote E-Voting through electronic voting system to all the Equity Shareholders of the Company on the proposed Resolutions given in the Notice for the AGM?
Ans.	The Company had provided the facility of Remote E-Voting through electronic voting system to all the Equity Shareholders of the Company, as on the cut-off date 28 th July, 2017, on the proposed Resolutions given in the Notice dated 30 th May, 2017. Remote E-Voting (through electronic voting system provided by Karvy Computershare Private limited) commenced on Monday, 31 st July, 2017 at 9.00 a.m. (IST) and ended on Thursday, 3 rd August, 2017, the preceding day, at 5.00 p.m. (IST).
19.	Was the facility of voting at the AGM provided to Members, present in person and through proxies, who had not cast their votes by Remote E-Voting?
Ans.	The facility to vote at the Meeting on the proposed Resolutions ('Insta Poll') was provided to the Equity Shareholders present, in person and through proxies at this Meeting and who had not cast their votes by Remote E-Voting, which would be conducted by the same E-Voting system of Karvy which was used during Remote E-Voting.
20.	Was a Scrutinizer appointed to scrutinize the E-voting process (Remote E-voting and Insta Poll) in a fair and transparent manner?
Ans.	Mr. Sachin Bhagwat, Practising Company Secretary, was appointed as the Scrutinizer to scrutinize the E-Voting process in a fair and transparent manner.
21.	Was the consent of the Members sought for the flow of the AGM proceedings as informed by the Chairman?
Ans.	The Members were informed by the Chairman about the flow of the AGM proceedings and gave their consent to the said flow.
22.	Did the Chairman propose any Resolution in which he was deemed to be concerned or interested or conduct the proceedings for that item of business?
Ans.	The Chairman vacated the Chair which was then occupied by Mr. M.M. Murugappan for the Agenda item pertaining to his appointment as an Executive Chairman of the Company. He did not propose or second the said Resolution.
23.	Was a fair opportunity provided by the Chairman to the Members entitled to vote to seek clarifications and/or offer comments related to any item of business and were the same addressed by him?
Ans.	Yes, the Chairman invited the Members (other than those present by proxy) to make comments, offer suggestions and seek clarifications, if any, on the abovementioned

	matters. The Chairman responded to the various queries raised by the Members present at the Meeting to their satisfaction.
24.	What was the duration of the Annual General Meeting?
Ans	The Annual General Meeting commenced at 3 pm and was concluded at 6.45 pm.