

INDIA FUND INC
Form N-PX
August 08, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM N-PX
ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANY
Investment Company Act file number 811-08266
The India Fund, Inc.**

(Exact name of registrant as specified in charter)
345 Park Avenue,
New York, NY 10154

(Address of principal executive offices) (Zip code)
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, NY 10017

(Name and address of agent for service)
Registrant's telephone number, including area code: 212-583-5000
Date of fiscal year end: December 31, 2008
Date of reporting period: July 1, 2007 June 30, 2008

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or A Man</i> |
|---|---------------------------------------|---------------|---|------------------------------------|---|--|---|------------------------|------------------------------|
| in LTD | LPC IN | 6143761 IN | 7/17/2007 | Mumbai | To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2007, Profit and Loss Account for the year ended on that date and reports of Directors and Auditors. | Mgmt. | YES | FOR | F |
| | | | | | To declare dividend for the year ended March 31, 2007. | Mgmt. | YES | FOR | F |
| | | | | | To appoint a Director in place of Dr. Kamal K. Sharma, who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | F |
| | | | | | To appoint a Director in place of Mr. D. K. Contractor, who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | F |
| | | | | | To appoint a Director in place of Mrs. M. D. Gupta, who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | F |
| | | | | | To appoint auditors to hold office from the conclusion of the Twenty Fifth Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. | Mgmt. | YES | FOR | F |
| | | | | | To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution for the appointment of Mr. Edward R. Roberts as a Director, in respect of whom notices have been received from certain members proposing his name for appointment as a Director: | Mgmt. | YES | FOR | F |
| | | | | | RESOLVED THAT Mr. Edward R. Roberts, who holds office up to the date of this meeting be and is hereby appointed a Director of the | | | | |

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| liance unications | RCOM IN | BOWNLY7 IN | 7/17/2007 | Mumbai | Company. To consider and adopt the audited Balance Sheet as at 31 March, 2007, Profit and Loss Account for the fifteen months period ended on that date and the Reports of the Board of Directors and Auditors thereon. To declare dividend on equity shares. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT M/s. Chaturvedi & Shah, Chartered Accountants and M/s. BSR & Co, Chartered Accountants, be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneratiinn as may be fixed by the Board of Director To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or reenactment thereof for the time being in force) Shri Anil D. Ambani, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies | Mgmt. | YES | FOR | F |
|----------------------|------------|---------------|-----------|--------|--|-------|-----|-----|---|
| | | | | | | Mgmt. | YES | FOR | F |
| | | | | | | Mgmt. | YES | FOR | F |
| | | | | | | Mgmt. | YES | FOR | F |
| | | | | | | Mgmt. | YES | FOR | F |

Act, 1956, be and is hereby appointed as Director of the Company, not liable to retire by rotation in terms of the provisions of Article 46 of the Articles of Association of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory

modification(s) or re-enactment thereof for the time being in force) Prof, J.

Ramachandran, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as Director of the Company, liable to retirement by rotation in terms of the provisions of the Articles of Association of the Company.

To consider and, if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution: RESOLVED

THAT pursuant to the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri S. P. Talwar, who was appointed as an Additional Director of the

Company pursuant to the provisions of Section 260 of the Companies Act, 1956, be

Mgmt.

YES

FOR

F

Mgmt.

YES

FOR

F

and is hereby appointed as
 Director of the Company,
 liable to retirement by rotation
 in terms of the rovisions of the
 Articles of Association of the
 Company.

To consider and, if thought fit,
 to pass with or without
 modification(s), the following
 Resolution as an Ordinary
 Resolution:

RESOLVED THAT pursuant
 to the provisions of
 Section 257 and all other
 applicable provisions, if any,
 of the Companies Act, 1956
 (including any statutory
 modification(s) or
 re-enactment thereof for the
 time beinq in force) Shri
 Deepak Shourie, who was
 appointed as an Additional
 Director of the Company
 pursuant to the provisions of
 Section 260 of the Companies
 Act, 1956, be and is hereby
 appointed as Director of the
 Company, liable to retirement
 by rotation in terms of the
 provisions of the Articles of
 Association of the Company.

Mgmt.

YES

FOR

F

To consider and if thought fit,
 to pass with or without
 modification(s), the following
 resolution as an Ordinary
 Resolution: RESOLVED

THAT the Board of Directors
 (hereinafter referred to as the
 Board which term shall be
 deemed to include any
 Committee, which the Board
 may constitute for this
 purpose), be and is hereby
 authorised, in accordance with
 Section 293(1) (dl of the
 Companies Act, 1956
 (including any statutory
 modification or re-enactment
 thereof for the time being in
 force) and the Articles of
 Association of the Company,

Mgmt.

YES

FOR

F

to borrow any sum or sums of money (including non fund based facilities) from time to time at their discretion, for the purpose of the business of the Company, from any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed up to three times of the then paid-up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.

| | | | | | | | | | |
|-------------------|-------------|---------------|-----------|--------|---|-------|-----|-----|---|
| raTech ent LTD | UTCEM IN | B01GZF6 IN | 7/20/2007 | Mumbai | and the Audited Balance Sheet as at 31st March, 2007 and the Profit & Loss Account for the year ended 31 March, 2007 and the Reports of the Directors and Auditors thereon. | Mgmt. | YES | FOR | F |
| | | | | | To note, confm and ratify payment of dividend on equity shares for the year ended 31 March, 2007. | Mgmt. | YES | FOR | F |
| | | | | | To appoint a Director in place of Mr. J. P. Nayak, who retires by rotation and, being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | F |
| | | | | | | Mgmt. | YES | FOR | F |

To appoint a Director in place of Mr. Y. M. Deosthalee, who retires by rotation and, being eligible, offers himself for re-appointment.

To appoint a Director in place of Mr. Kumar Mangalam Birla, who retires by rotation and, being eligible, offers himself for re- appointment.

Mgmt.

YES

FOR

F

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution: RESOLVED

THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the ompanies Act, 1956, Ws. G. P. Kapadia & Co., Chartered Accountants, Mumbai be and are hereby re-appointed as Joint Statutory Auditor of the Company, and MIS. Deloitte Haskins & Sells, Chartered Accountants, Mumbai be and are hereby appointed, as the other Joint Statutory Auditor of h e Company in place of Ws. S. B. Billimoria & Co., Chartered Accountants,

Mgmt.

YES

FOR

F

Mumbai who have intimated to the Company their inability to be re-appointed as Joint Statutory Auditors of the Company, both to hold office from the conclusion of the Seventh Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration to each of them, plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.

To consider and, if thought fit, to pass, the following resolution as an Ordinary

Mgmt.

YES

FOR

F

Resolution: RESOLVED
THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the companies Act, 1956 (the Act), MIS. Haribhakti & Co., Chartered Accountants, Mumbai, be and are hereby re-appointed as the Branch Auditors of the Company, to audit the Accounts in respect of the Company s Units at Jafrabad and Magdala in Gujarat and Ratnagiri in Maharashtra, to hold office from the conclusion of the Seventh Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration, plus service tax as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.

RESOLVED FURTHER
THAT the Board be and is hereby authorised to appoint Branch Auditors of any other Branch 1 Unit of the Company, which may be opened I acquired hereafter, in India or abroad, in consultation with the Company s Statutory Auditors, any person(s) qualified to act as Branch Auditor within the provisions of Section 228 of the Act and to fix their remuneration.

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| <i>Number of Portfolio Units</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|--|---------------------------------------|--------------|---|------------------------------------|---|--|---|------------------------|---|
| | | | | | <p>To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Section 260 and other applicable provisions, if any, of the companies Act, 1956 (the Act), Mr. S. Misra, who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 5001- pursuant to the provisions of Section 257 of the Act from a Member signifying his intention to propose Mr. Misra as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Section 260 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), Mr. N. J. Jhaveri, who was appointed as an Additional Director by the Board of Directors of the Company and who holds office as such only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 5001- pursuant to the provisions of Section 257 of the Act from a Member signifying his intention to propose Mr. Jhaveri as a candidate</p> | Mgmt. | YES | FOR | FOR |

for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 163 and all other applicable provisions, if any, of the Companies Act, 1956 the Register of Members, Index of Members, Register of Debentureholders, Index of Debentureholders and other related books be kept at the premises of the Company's Registrar and Transfer Agents viz. Sharepro Services (India) Private Limited, Satam Estate, 3d Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai 400 099.

Mgmt.

YES

FOR

FOR

Division TLEI IN B1L5351 7/13/2007
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To consider and if thought fit, to pass the following resolution with or without modifications as a special resolution: RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions of the Companies Act, 1956, Foreign Exchange Management Act, 1999, or any other law for the time being in force, directions issued by Reserve Bank of India and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to Board of Directors of the Company to make loans to any body corporate, acquire by way of subscription, purchase or otherwise securities of any body corporate or give any guarantee or provide any security in connection with loan made by any other person to, or to any other person by, any body corporate, in excess of 60 percent of the paid up

Mgmt.

YES

FOR

FOR

share capital and free reserves of the Company or 100 percent of the free reserves of the Company, which ever is more as prescribed under section 372A, as detailed in the attached Explanatory Statement, as they in their absolute discretion deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Committee of

Directors or the Managing Director or the Company Secretary of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution

To consider and if thought fit, to pass the following resolution with or without modifications as a special resolution: RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, other applicable laws including Indian Trust Act, 1882 and subject to such regulatory approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to the Trustees of The Network 18 Trust (Trust) of which the Company is the Beneficiary to provide properties of the Trust as collateraVsecurity for funds raised

| | | | |
|-------|-----|-----|-----|
| Mgmt. | YES | FOR | FOR |
|-------|-----|-----|-----|

by any of the group companies or raise funds within the Trust against the Trust's property and make the funds available to group companies (on such terms and conditions as may be agreed between the Trust and the group companies) or provide its property as collateral security against funds raised by other Trusts of which the Company is the Beneficiary or otherwise utilize the Trust property in any manner whatsoever to raise finance. The Trustees of the Trust are hereby authorized to make such amendments to the trust deed in accordance with the provisions of applicable laws including the applicable provisions of the Indian Trust Act, 1882. RESOLVED FURTHER THAT the consent of the Company is hereby also accorded to Trustees of The Network 18 Trust of which the Company is the Beneficiary, to invest funds of The Network 18 Trust or give the properties of The Network 18 Trust as collateral/security for raising funds for investment in Media Venture Capital Trust and Media Venture Capital Trust II. RESOLVED FURTHER THAT for the purpose giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents (deeds/writings/papers/agreements trust deeds as may be required and to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to implementing the aforesaid resolution and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the

Company Secretary of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution

The members are requested to consider and, If thought fit, to pass with or without modifications, the following resolution as a Special Resolution: RESOLVED THAT in accordance with the provisions of the SEBI (Employee Stock Option Scheme and Employee Share Purchase Scheme) Guidelines, 1999, the consent of the shareholders of the Company be and is hereby granted to amend the

Clause No.5 of the Employee Stock Option Plan (ESOP-2004) to increase the total number of Equity Shares available for Issue of options from 44,00,000 Equity Shares to such number of Equity Shares of, Rs. 10 each so as to grant one (1) additional bonus stock option for every two (2) stock options held by the Employees of the Company and Employees of the subsidiaries of the Company as on the record date of the bonus issue of the Company.

RESOLVED THAT in accordance with the provisions of the SEBI (Employee Stock Option Scheme and Employee Share Purchase Scheme) Guidelines, 1999, the consent of the shareholders of the Company be and is hereby granted to amend the Clause No.5 of the Directors Stock Option Plan (DSOP-2005) to increase the total number of Equity Shares available for issue of options from 10,00,000 to such number of Equity Shares of Rs. 10 each so as to grant one (1) additional bonus stock option for every two (2) stock options held by the non executive Directors of the Company as on the record date of

| | | | | | | | | |
|---------------------|--------|---------------|------------------|------------------|-------|-----|-----|-----|
| user India td | MBI IN | 6164751 IN | Postal Ballot | Postal Ballot | Mgmt. | YES | FOR | FOR |
| | | | | | Mgmt. | YES | FOR | FOR |

the bonus issue of the Company.
RESOLVED FURTHER THAT
 the terms of the issue of bonus
 options as approved by the
 compensation Committee of the
 Board of the Directors of the
 Company, shall be as follows: a)
 For every two (2) options, each
 non executive Director will be
 entitled to one (1) additional bonus
 option. b) The vesting period of
 additional bonus options shall be
 the same as for the original
 options. c) The non executive
 Directors of the Company will not
 have to pay any additional amount
 for the additional bonus options.
 As a result of the above, the option
 holder's rights will substantially
 proportionate to the rights existing
 prior to the bonus issue
 To consider and, if thought fit, to
 pass with or without modifications,
 the following resolution as a
 Special Resolution: **RESOLVED**
THAT, in succession of the
 resolution passed by the
 shareholders at the meeting held
 on 31st August, 2005 and pursuant
 to the provisions of Section 309
 read with the provisions of
 Section 198 and other applicable
 provisions, if any, of the
 Companies Act, 1956 and
 Article 94 of the Articles of
 Association of the Company,
 consent of the shareholders of the
 Company be and is hereby
 accorded to pay and distribute
 commission on net profits of the
 Company to all of the
 non-executive Directors of the
 Company calculated in accordance
 with the provisions of
 Sections 198, 349 and 350 of the
 Companies Act, 1956 for a period
 of 3 years with effect from 1 April,
 2007 at a rate which shall not
 exceed 1% of the net profits of the
 Company. **FURTHER**
RESOLVED THAT the amount of

Mgmt.

YES

FOR

FOR

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| Company Name | SEC ID | Date | Location | Description | Action | Response | Category | Other |
|---------------|------------|-----------|----------|---|--------|----------|----------|-------|
| Steel TATA IN | 6101156 IN | 7/18/2007 | Mumbai | Commission payable to each non-executive Director shall be determined by the Board of Directors on such basis as it may deem appropriate, in this regard. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2007 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon. | Mgmt. | YES | FOR | FOR |
| | | | | To declare Dividend on Ordinary Shares. | Mgmt. | YES | FOR | FOR |
| | | | | To appoint a Director in the place of Mr. Nusli N. Wadia who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | To appoint a Director in the place of Dr. T. Mukherjee who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | To appoint a Director in the place of Mr. A. N. Singh who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | To appoint auditors and fix their remuneration. | Mgmt. | YES | FOR | FOR |

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | | To appoint a Director in the place of Mr. James Leng who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in the place of Mr. Philippe Varin who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in the place of Mr. Jacobus Schraven who was appointed an Additional Director of the Company by the Board of | Mgmt. | YES | FOR | FOR |

Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

To appoint a Director in the place of Dr. Anthony Hayward who was appointed an Additional Director of the Company by the Board of Directors with effect from

17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

Mgmt.

YES

FOR

FOR

Revision in terms of remuneration of Mr. B. Muthuraman, Managing Director: To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :

Mgmt.

YES

FOR

FOR

RESOLVED that in partial modification of Resolution No. 11 passed at the Annual General Meeting of the Company held on 5th July, 2006 for the re-appointment and terms of remuneration of Mr. B. Muthuraman,

Managing Director of the Company and in accordance with the provisions of Sections 198,269,309,310 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves of the revision in the maximum amount of salary payable to Mr. B.

Muthuraman (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to fix his salary within such maximum amount, increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from 1 st April, 2007 for the remainder of the tenure of his contract as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

Increase in the Authorised Share Capital To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:
RESOLVED that in accordance with the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof, for the time being in force), the present authorised share capital of the Company be and is hereby increased from Rs. 2000,00,00,000 divided into 175,00,00,000 Ordinary Shares of Rs. 10 each and 2,50,00,000 Cumulative Redeemable Preference

| | | | |
|-------|-----|-----|-----|
| Mgmt. | YES | FOR | FOR |
|-------|-----|-----|-----|

Shares of Rs. 100 each to Rs. 8000,00,00,000 divided into 175,00,00,000 Ordinary Shares of Rs. 10 each, 2,50,00,000 Cumulative Redeemable reference Shares of Rs. 100 each and 60,00,00,000 Cumulative Convertible Preference Shares of Rs. 100 each by creation of 60,00,00,000 Cumulative Convertible Preference Shares of Rs. 100 each.

Alteration of the Memorandum of Association: To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution: RESOLVED that pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof, for the time being in force), the

Clause 5 of the Memorandum of Association of the Company be and is hereby altered and substituted as follows : 5. The present authorised share capital of the Company is Rs. 8000,00,00,000 divided into 175,00,00,000 Ordinary Shares of Rs. 10 each, 2,50,00,000 Cumulative Redeemable Preference Shares of Rs. 100 each and 60,00,00,000 Cumulative Convertible Preference Shares of Rs. 100 each .

Alteration of the Articles of Association: To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution: RESOLVED that pursuant to

Mgmt. YES FOR FOR

Mgmt. YES FOR FOR

Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Company be altered in the manner that follows.

Further Issuance of Securities:
 To consider and, if thought fit, to pass with or without modification, following Resolution as a Special Resolution: RESOLVED that pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Foreign Exchange Management Act, 2000 (FEMA), Foreign Exchange Management (Transfer or issue of security by person resident outside India) Regulations, 2000 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme 1993 and the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India.

Mgmt.

YES

FOR

FOR

Change In place of keeping Registers and Records: To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution : RESOLVED that in supersession of Special

Mgmt.

YES

FOR

FOR

Resolutions Nos. 1 1,14 and 1
 1 passed at the Annual
 General Meetings of the
 Company held on 13th
 August, 1985,12th August,
 1986 and 17th August, 1989,
 respectively, and pursuant to
 sub-section (1) of Section 163
 and other applicable
 provisions, if any, of the
 Companies Act, 1956
 (including any statutory
 modification or re-enactment
 thereof for the time being in
 force) (the Act), the Company
 hereby approves that the
 Registers and Indexes of
 Members and
 Debentureholders and copies
 of all Annual Returns
 prepared under Section 159 of
 the Act, together with the
 copies of certificates and
 documents required to be
 annexed thereto under
 Section 161 of the Act or any
 one or more of them, be kept
 at the Registered Office of the
 Company.

Appointment of Branch
 Auditors: To consider and, if
 thought fit, to pass with or
 without modification, the
 following Resolution as an
 Ordinary Resolution :
 RESOLVED that pursuant to
 the provisions of Section 228
 and other applicable
 provisions, if any, of the
 Companies Act, 1956, (the
 Act), Messrs Deloitte 81
 Touche, Singapore, the
 retiring Branch Auditors of
 the Singapore Branch of the
 Company, be and are hereby
 re-appointed as the Branch
 Auditors of the Company to
 hold office from the
 conclusion of this meeting
 upto the conclusion of the
 next Annual General Meeting

| | | | |
|-------|-----|-----|-----|
| Mgmt. | YES | FOR | FOR |
|-------|-----|-----|-----|

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| | | | | | | | | | |
|-------|------------|---------------|-----------|-----------|--|-------|----|-----|-----|
| | | | | | of the Company and to examine and audit the books of account of the Branch Office of the Company located at Singapore for the financial year 2007-08 on such remuneration as may be mutually agreed upon between the Board of Directors and the Branch Auditors, plus reimbursement of VAT, out-of-pocket, travelling and living expenses, incurred in connection with the audit. | | | | |
| Wipro | WPRO IN | 6206051 IN | 7/18/2007 | Bangalore | Receive, consider and adopt the audited Balance Sheet as at March 31, 2007 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA | DNA |
| | | | | | Confirm the payment of Interim Dividend and to declare a Final Dividend on equity shares. | Mgmt. | NO | DNA | DNA |
| | | | | | Appoint a Director in place of Mr. Narayanan Vaghul who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DNA |
| | | | | | Appoint a Director in place of Mr. B. C. Prabhakar who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DNA |
| | | | | | Consider and if thought fit, to pass with or without modification, the following resolution as ORDINARY RESOLUTION: RESOLVED that M/s. BSR & Co. be and is hereby reappointed as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at remuneration to be decided by the Audit Committee of the Board in consultation with the | Mgmt. | NO | DNA | DNA |

Auditors, which fee may be paid on a progressive billing basis to be agreed between the Auditor and the Audit Committee of the Board or such other officer of the Company as may be approved by the Board/Committee.

Consider and if thought fit, to pass with or without modification, the following resolutions as ORDINARY RESOLUTIONS:

RESOLVED THAT pursuant to the resolutions passed under the provisions of Sections 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Azim H. premji as Chairman and Managing Director (designated as Chairman) of the Company with effect from July 31, 2007 until July 30, 2009 as well as the payment of salary, commission and perquisites (hereinafter referred to as remuneration), upon the terms and conditions as detailed in the statement attached hereto, which explanatory is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and OnPitionsof the said re-appointment and/or agreement, in such manner as may be agreed to between the Board of Directors and Mr. Azim H. Premji,

Mgmt.

NO

DNA

DNA

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manag</i> |
|---|---------------------------------------|--------------|---|------------------------------------|--|--|---|------------------------|---------------------------------|
| | | | | | <p>Consider and if thought fit, to pass with or without modification, the following resolutions as SPECIAL RESOLUTIONS: RESOLVED THAT pursuant to the approval of the Committee and the Board of Directors of the Company, provisions of Section 314(1 B) read with Director s Relatives (Office or Place of Profit) Rules, 2003 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the consent of the Central Government, approval of the members be and is hereby accorded to the appointment of Mr Rishad Premji, son of Mr Azim premji, Chairman of the Company, to hold and continue to hold an Office or Place of Profit as Business Manager- Mortgage Practice (or any other designation and roles which the Board of Directors of the Company may decide from time to time) on such remuneration, increments and positions and other terms and conditions as set out in the Explanatory statement attached to this notice.</p> | Mgmt. | NO | DNA | DN |
| | | | | | <p>Consider and If thought fit, to pass with or without modification, the following resolutions as SPECIAL RESOLUTIONS: RESOLVED THAT pursuant to the SEI:IIJEmployee Stock Option Scheme and Employee Stock Purchase Scheme) Guideline~, 1999 and allgmer applicable statutory prQvisions, approval of the members of the Company be</p> | Mgmt. | NO | DNA | DN |

and is hereby accorded to carry out the following amendments to Wipro Employee Stock Option Plan 1999, Wipro Employees Stock Option Plan 2000, ADS Stock Option Plan.2000, Wipro Restricted Stock Unit Plan 2004, ADS ,Restricted Stock Unit Plan, 2004 and Wipro Restricted Stock Unit Plan, 2005 with effect from April 1, 2007.

Condisider, If thought fit, to pass with or without modification, the following resolutions as

SPECIAL RESOLUTIONs:

RESOLVED THAT pursuant to the provisions of Section 81(1A) and all Other applicable provisions of the Companies Act, 1956, including the relevant circulars aM notificatiOns issued by the Reserve Bank of India (the RBI) SEBI (Employee Stock Option cheme and Employee Stock Purchase Scheme, Guidelines, 1999) (the SEBI,ESOP Guidelines) issued by Securities and Exchange Board .ofIndia on Employee Stock Option and Stock Purchase Plans and the Memorandum of Assodationand Articles of Association of Wipro Limited (the Company) and subject to the approval, consent,permission and/or sanction, if any, of the appropriate authorities/institution or bodies as.may. be necessary and subject to such terms and conditions as may be prescribed/imposed

To receive, consider and adopt the Balance Sheet as at March 31,2007 and the Profit and Loss Account for the financial year ended on that date along with the Reports of the Auditors and Directors thereon.

To declare dividend on equity shares.

Mgmt.

NO

DNA

DN

Mgmt.

NO

DNA

DN

Mgmt.

NO

DNA

DN

Mgmt.

NO

DNA

DN

IIT
ologies
.td. NITEC B01TR82 7/25/2007 New
IN IN Delhi

To appoint a Director in place of Mr Mjay K Thadani, who retires by rotation and, being eligible, offers himself for reappointment. To appoint a Director in place of Mr. Amit SParma, who retires by rotation and, being eligible, offers himseif for re-appointment.

Mgmt.

NO

DNA

DN

To appoint Auditors of the Company to hold office from the conclusion of this annual general meeting to the conclusion of the next annual general meeting and to authorize Board of Directors to fix their remuneration. M/s Price Waterhouse, Chartered Accountants, the retiring Auditors, are eligible for reappointment.

Mgmt.

NO

DNA

DN

RESOLVED THAT pursuant to Section 16 and Section 94 of the Companies Act, 1956, and other appllcable prodsions of the Companies Act, 1956, the Authonsed Share Capital of the Company be and is hereby Increased from Rs 45,00.00,000 (RupeesFortyFiveCrores)divided into 4,50,00,000eqLHtysharesof Rs 10 (Rupees Ten) each to Rs 75,00,00,000 (Rupees Seventy Five Crores) divided Into 7,50,00,000 equity shares of Rs 101- (Rupees Ten) each and consequently the exlstng Clause V of the Memorandum of Association of the Company be and IS hereby attered by deletmg the same and substituting In its place and instead thereof, the followng as new Clause V.

Mgmt.

NO

DNA

DN

RESOLVED THAT pursuant to the provslons of Section 31 and other applicable provslons of the Companies Act. 1956. the Artcles of Association of the Company, be and IS hereby altered by deleting the existng Article 3 and substituting In its place and Instead thereof, the

Mgmt.

NO

DNA

DN

following new Article 3: The
 Authorised Share Capital of the
 Company shall be such as given
 in the Clause V of the
 Memorandum of Association
 or altered, from time to time.

RESOLVED : that in accordance
 with applicable provisions of the
 Companies Act, 1956, or any
 amendment or reenactment
 thereof and the provisions of the
 Articles of Association of the
 Company and recommendation
 of the Board of Directors and
 subject to the Foreign Exchange
 Management Act, 1999, Listing
 Agreement with the Stock
 Exchange and Guidelines
 issued by the Securities and
 Exchange Board of India
 (SEBI) in this behalf and subject
 to such approvals, consents,
 permissions and sanctions, as
 may be necessary from

appropriate authorities, on sent of
 Members of the Company be and
 is hereby accorded to the Board
 of Directors of the Company (the
 Board , which term shall be
 deemed to include any
 Committee thereof) for
 capitalization of such sum
 standing to the credit of the
 Securities Premium Account
 and/or General Reserve Account
 of the Company, as may be
 considered necessary by the
 Board, for the purpose of issue of
 Bonus Shares of Rs.10/-(Rupees
 Ten) each, credited as fully
 paid up Equity Shares to the
 holders of the Equity Shares of
 the Company

Mgmt.

NO

DNA

DN

RESOLVED THAT subject to
 the provisions of Sections 198,
 269, 309, 310, 311, 316, 317,
 Schedule XIII and other
 applicable provisions, if any, of
 the Companies Act, 1956
 (including any amendment and/or
 re-enactment thereof), the

Mgmt.

NO

DNA

DN

Company hereby approves the appointment of Mr. Rajendra S Pawar as Managing Director, designated as Chairman & Managing Director, of the Company not liable to retire by rotation for a period of three years with effect from June 1,2007 on the terms and at remuneration as detailed in the explanatory statement annexed hereto.

RESOLVED THAT pursuant to paragraphs (B) and (C) of Section II (1) of Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Mr. Rajendra S Pawar, Chairman & Managing Director for that financial year, in which there is inadequacy or absence of profits during the period of three years from the effective date of his appointment.

Mgmt.

NO

DNA

DN

RESOLED THAT subject to the provisions of Sections 198, 269,309,310,311,316,317, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment and/or re-enactment thereof), the Company hereby approves the appointment of Mr. h i n d Thakur as Joint Managing Director, designated as Chief Executive Officer & Joint Managing Dirgctor, of the Company not liable to retire by rotation for a period of three years with effect from June 1. 2007, on the terms and at remuneration as detailed in the explanatory statement annexed hereto.

Mgmt.

NO

DNA

DN

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| | | | | | | | | | |
|-----------------|-------|------------|-----------|--------|---|-------|-----|-----|----|
| | | | | | RESOLVED THAT pursuant to paragraphs (B) and (C) of Section II (1) of Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, the Company be and is hereby authorized to pay minimum remuneration, as detailed in the Explanatory Statement, to Mr. Awhd Thakur, Chief Executive Officer & Joint Managing Director for that financial year in which there is inadequacy or absence of profits during the period of three years from the effective date of his appointment. | Mgmt. | NO | DNA | DN |
| ndra & ndra Ltd | MM IN | 6100186 IN | 7/30/2007 | Mumbai | To receive and adopt the audited Balance Sheet as at 31H March, 2007 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon. | Mgmt. | YES | FOR | FO |
| | | | | | To note the payment of Interim Dividend on Ordinary Shares. | Mgmt. | YES | FOR | FO |
| | | | | | To declare a Final Dividend on Ordinary Shares. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. Keshub Mahindra who retires by rotation and, being eligible, offers himself for re-election. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. Anupam ,Puri who retires by rotation and, being eligible, offers himself for re-election. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Dr. A. S. Ganguly who retires by rotation and, being eligible, offers himself for re-election. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. R. K. Kulkarni who retires by rotation and, being eligible, offers himself for re-election. | Mgmt. | YES | FOR | FO |
| | | | | | To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution: | Mgmt. | YES | FOR | FO |

RESOLVED that subject to the provisions of sections 224, 225 and other applicable provisions, if any, of the Companies Act, 1956, Messrs. Deloitte Haskins & Sells, Chartered Accountants be appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, in place of the retiring Auditors Messrs. A. F. Ferguson & Co., Chartered Accountants, to conduct the audit of the Accounts of the Company for the Financial Year 2007-08, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus service tax and out of pocket expenses.

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|---|--|---|--------------------|---------------------------------------|
| | | | | | <p>To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:</p> <p>RESOLVED that pursuant to the provisions of sections 269, 198, 309, 310, 311 and all other applicable provisions of the Companies Act, 1956 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule XIII of the Act and subject to the approval of the Central Government, if necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, approval of the Company be accorded to the reappointment of Mr. Anand G. Mahindra as the Managing Director of the Company designated as Vice-chairman & Managing Director for a period of five years with effect from 4mApril, 2007 on a salary of Rs.4,68,250 per month in the scale of Rs.4,68,000 to Rs.8,00,000 per month.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:</p> <p>RESOLVED that pursuant to the provisions of sections 269, 198, 309, 310, 311 and all</p> | Mgmt. | YES | FOR | FOR |

other applicable provisions of the Companies Act, 1956 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule XIII of the Act and subject to the approval of the Central Government, necessary, and such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities in granting such approvals, permissions and sanctions, approval of the Company be accorded to the re-appointment of each of the following as Executive

Director (hereinafter collectively referred to as the Executive Directors) for a period and on terms indicated a inst their respective names:

To consider and, if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution:

RESOLVED that pursuant to section 94 and all other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be increased from Rs.300,00,00,000 (Rupees Three Hundred Crores) divided into 27,50,00,000 Ordinary (Equity) Shares of Rs. 10 each and 25,00,000 Unclassified Shares of Rs 100 each to Rs.400,00,00,000 (Rupees Four Hundred Crores) divided into 37,50,00,000 Ordinary (Equity) Shares of Rs.10 each and 25,00,000 Unclassified Shares of Rs.100 each by the creation of additional 10,00,00,000 Ordinary

Mgmt.

YES

FOR

FOR

(Equity) Shares of Rs.10 each.
 To consider and, if thought fit,
 to pass, with or without
 modification(s), the following
 as an Ordinary Resolution:

RESOLVED that pursuant to
 section 16 and all other
 applicable provisions, if any,
 of the Companies Act, 1956,
 Clause 5 of the Memorandum
 of Association of the
 Company be altered by
 substituting in its place and
 stead the following: The
 Authorised Share Capital of
 the Company is
 Rs.400,00,00,000 (Rupees
 Four Hundred Crores) divided
 into 37,50,00,000 Ordinary
 (Equity) Shares of Rs.10 each
 and 25,00,000 Unclassified
 Shares of Rs.100 each, with
 such ordinary preferential or
 deferred rights, privileges and
 other conditions attaching
 thereto as may be provided by
 the regulations of the
 Company for the time being
 in force and operation with
 power to increase or reduce
 the capital of the Company
 and to divide the shares in the
 capital for the time being
 original or increased into
 different classes and to
 consolidate or sub-divide such
 Shares and to convert Shares
 into Stock and reconvert the
 Stock into Shares and to
 attach to such Shares or Stock
 such ordinary preferential or
 deferred rights, privileges and
 other conditions as may be
 provided by the regulations of
 the Company for the time
 being in force and operation.

Mgmt.

YES

FOR

FOR

To consider and, if thought fit,
 to pass, with or without
 modification(s), the following
 as a Special Resolution:

RESOLVED that pursuant to

Mgmt.

YES

FOR

FOR

section 31 and all other applicable provisions, if any, of the Companies Act, 1956, Article 3 of the Articles of Association of the Company be substituted by the following: 3. The Authorised Share Capital of the Company is Rs.400,00,00,000 (Rupees Four Hundred Crores) divided into 37,50,00,000 Ordinary (Equity) Shares of Rs.10 each and 25,00,000 Unclassified Shares of Rs.100 each.

To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

RESOLVED that pursuant to the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and notwithstanding anything to the contrary stated in this regard in the existing Mahindra & Mahindra Limited Employees Stock Option Scheme (the Scheme), consent of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted or to be constituted by the Board as the Remuneration/ Compensation Committee) to vary, as authorised by the provisions of section 115WKA of the Income-tax Act, 1961, certain terms of the Scheme approved by the Shareholders at the 5P Annual General Meeting of the Company held on 31* July, 2000 as Special Resolutions at Item Nos. 11 and 12 of the

Mgmt.

YES

FOR

FOR

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| | | | | | | | | | |
|-------------------|---------|---------------|-----------|--------|--|-------|-----|-----|-----|
| Balaji lefilms | BLJT IN | 6545538 IN | 7/26/2007 | Mumbai | <p>Notice dated 30th May, 2000 read with Special Resolution at Item No. 9 at the 58th Annual General Meeting of the Company held on 28m July, 2004, to provide for the recovery from the eligible employees, the fringe benefit tax in respect of options which are granted to or vested or exercised by, the eligible employee on or after the 1st day of April, 2007.</p> <p>To receive, consider and adopt the Balance Sheet as at March 31, 2007 and the Profit & Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To confirm the Interim Dividend paid as of March, 2007, as final dividend.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To appoint a director in place of Mr. Tusshar Kapoor, who retires by rotation and being eligible offers himself for re-appointment.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To appoint a director in place of Mr. John Lau, who retires by rotation and being eligible offers himself for reappointment.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To appoint MIS. Deloitte Haskins and Sells, Chartered Accountants, Mumbai, and MIS. Snehal & Associates, Chartered Accountants, Mumbai, as Joint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: RESOLVED THAT Mr. Paul Aiello, who was appointed as an</p> | Mgmt. | YES | FOR | FOR |

| | | | | | | | | | |
|--------|--------|---------------|-----------|---------|---|-------|----|-----|-----|
| | | | | | Additional Director at the meeting of the Board of Directors of the Company held on October 20, 2006 and who holds office till the date of this Annual General Meeting, and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Paul Aiello as a candidate for the office of the Director of the Company, be and is hereby appointed as a Director of the Company, who shall not be liable to retire by rotation. | | | | |
| C Ltd. | ITC IN | BOJGGP5 IN | 7/27/2007 | Kolkata | To consider and adopt the Accounts of the Company for the financial year ended 31 st March, 2007, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA | DNA |
| | | | | | To declare a dividend for the financial year ended 31 st March, 2007. | Mgmt. | NO | DNA | DNA |
| | | | | | To elect Directors in place of those retiring by rotation. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution which will be proposed as a Special Resolution:- Resolved that Messrs. A. F. Ferguson & Co., Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold such office until the conclusion of the next Annual General Meeting to conduct the audit at a remuneration of Rs. 125,00,000/- payable in one or more instalments plus service tax as applicable, and reimbursement of out-of-pocket expenses incurred. | Mgmt. | NO | DNA | DNA |

To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:- Resolved that, in accordance with the applicable provisions of the Companies Act, 1956, or any amendment or re-enactment thereof, consent be and is hereby accorded to modification in the terms of remuneration paid or payable to the Whole time Directors of the Company with effect from 1 st October, 2006, as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

Mgmt.

NO

DNA

DNA

To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:- Resolved that Mr. Serajul Haq Khan be and is hereby appointed a Director of the Company, liable to retire by rotation, for a period of five years from the date of this Meeting, or till such earlier date to conform with the policy on retirement as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines.

Mgmt.

NO

DNA

DNA

To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:- Resolved that Mr. Pillappakkam Bahukutumbi Ramanujam be and is hereby re-appointed a Director of the Company, liable to retire by rotation, for a period of five years with

Mgmt.

NO

DNA

DNA

effect from 30th July, 2007, or till such earlier date to conform with the policy on retirement as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines.

To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:- Resolved that Mr. Charles Richard Green be and is hereby re-appointed a Director of the Company, liable to retire by rotation, for the period from 30th July, 2007 to 31 st March, 2008, or till such earlier date to conform with the policy on retirement as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines. Members are advised that, in terms of the provisions of Section 205C of the Companies Act, 1956, no claim shall lie with respect to unclaimed dividend once it is transferred to IEPF.

Mgmt.

NO

DNA

DNA

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|---|--|---|--------------------|---------------------------------------|
| | | | | | <p>Members holding shares in the certificate form are requested to notify / send the following to ISC to facilitate better servicing:- i) any change in their address / mandate / bank details, ii) particulars of their bank account, in case the same have not been furnished earlier, and iii) share certificates, held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>Members who hold shares in the certificate form and wish to make / change nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, may submit to ISC the prescribed Form 2B. The Form can be furnished by ISC on request or can be downloaded from the Company's corporate website www.itcportal.com under the section Investor Relations .</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>Members who wish to obtain information on the Company or view the Accounts for the financial year ended 31st March, 2007, may visit the Company's corporate website www.itcportal.com or send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Registered</p> | Mgmt. | NO | DNA | DNA |

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| | | | | | | | | | |
|------------|---------|---------------|-----------|--------|--|-------|-----|-----|-----|
| Tata Steel | TATA IN | 6101156 IN | 7/18/2007 | Mumbai | Office of the Company. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2007 and the Balance Sheet as at that date together with the Report of the Board of directors and the Auditors thereon. | Mgmt. | YES | FOR | FOR |
| | | | | | To declare Dividend on Ordinary Shares. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in the place of Mr. Nusli N. Wadia who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in the place of Dr. T. Mukherjee who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in the place of Mr. A. N. Singh who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint auditors and fix their remuneration. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in the place of Mr. James Leng who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in the place of Mr. Philippe Varin who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under | Mgmt. | YES | FOR | FOR |

Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

To appoint a Director in the place of Mr. Jacobus Schraven who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under

Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

To appoint a Director in the place of Dr. Anthony Hayward who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under

Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of Director under

Mgmt. YES FOR FOR

Mgmt. YES FOR FOR

the provisions of Section 257
of the Act.

| | | | | |
|--|--------------|------------|------------|------------|
| <p>Revision in terms of remuneration of Mr. 8. Muthuraman, Managing Director To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :</p> <p>RESOLVED that in partial modification of Resolution No. 11 passed at the Annual General Meeting of the Company held on 5th July, 2006 for the re-appointment and terms of remuneration of Mr. B. Muthuraman, Managing Director of the Company and in accordance with the provisions of Sections 198,269,309,310 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves of the revision in the maximum amount of salary payable to Mr. B. Muthuraman (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to fix his salary within such maximum amount, increasing hereby, proportionately, all benefits related to the quantum of salary, with effect from 1 st April, 2007 for the remainder of the tenure of his contract as set out in the Explanatory Statement annexed to the Notice convening this Meeting.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |
|--|--------------|------------|------------|------------|

expedient to give effect to this Resolution.

Increase in the Authorised Share Capital To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution:

RESOLVED that in accordance with the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof, for the time being in force), the present authorised share capital of the Company be and is hereby increased from Rs. 2000,00,00,000 divided into 175,00,00,000 Ordinary Shares of Rs. 10 each and 2,50,00,000 Cumulative Redeemable Preference Shares of Rs. 100 each to Rs. 8000,00,00,000 divided into 175,00,00,000 Ordinary Shares of Rs. 10 each, 2,50,00,000 Cumulative Redeemable reference Shares of Rs. 100 each and 60,00,00,000 Cumulative Convertible Preference Shares of Rs. 100 each by creation of 60,00,00,000 Cumulative Convertible Preference Shares of Rs. 100 each.

Mgmt. YES FOR FOR

Alteration of the Memorandum of Association To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution: RESOLVED that pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or

Mgmt. YES FOR FOR

re-enactments thereof, for the time being in force), the Clause 5 of the Memorandum of Association of the Company be and is hereby altered and substituted as follows : 5. The present authorised share capital of the Company is Rs. 8000,00,00,000 divided into 175,00,00,000 Ordinary Shares of Rs. 10 each, 2,50,00,000 Cumulative Redeemable Preference Shares of Rs. 100 each and 60,00,00,000 Cumulative Convertible Preference Shares of Rs. 100 each .

RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Company be altered in the following manner: (i)

Substitute the following Article for existing Article 4
4. The present authorised share capital of the Company shall be Rs. 8000,00,00,000 divided into 175,00,00,000 Ordinary Shares of Rs. 10 each, 2,50,00,000 Cumulative Redeemable Preference Shares of Rs. 100 each and 60,00,00,000 Cumulative Convertible Preference Shares of Rs. 100 each .

Mgmt. YES FOR FOR

Further Issuance of Securities To consider and, if thought fit, to pass with or without modification, following Resolution as a Special Resolution: RESOLVED that pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any,

Mgmt. YES FOR FOR

of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Foreign Exchange Management Act, 2000 (FEMA), Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme 1993 and the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, or any other relevant authority from time to time, to the extent applicable

Change In place of keeping Registers and Records To consider and, if thought fit, to pass with or without modification, the following Resolution as a Special Resolution : RESOLVED that in supersession of Special Resolutions Nos. 11, 14 and 15 passed at the Annual General Meetings of the Company held on 13th August, 1985, 12th August, 1986 and 17th August, 1989, respectively, and pursuant to sub-section (1) of Section 163 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) (the Act), the Company hereby approves that the Registers and Indexes of

Mgmt.

YES

FOR

FOR

Members and
Debentureholders and copies
of all Annual Returns
prepared under Section 159 of
the Act, together with the
copies of certificates and
documents required to be
annexed thereto under
Section 161 of the Act or any
one or more of them, be kept
at the Registered Office of the
Company and / or at the
offices of TSR Darashaw
Limited, Registrars and Share
Transfer Agents of the
Company at 6-10, Haji Moosa
Patrawala Industrial Estate,
20, Dr. E Moses Road,
Mahalaxmi, Mumbai 400 01 1
and/or Pooja Apartments,
Ground Floor, Near Vitrum
Glass Factory, L B S Road.,
Vikhroli (W), Murnbai 40n
079.

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Man</i> |
|---|---------------------------------------|--------------|---|------------------------------------|---|--|---|------------------------|----------------------------|
| | | | | | <p>Appointment of Branch Auditors To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :</p> <p>RESOLVED that pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, (the Act), Messrs Deloitte 81 Touche, Singapore, the retiring Branch Auditors of the Singapore Branch of the Company, be and are hereby re-appointed as the Branch Auditors of the Company to hold office from the conclusion of this meeting upto the conclusion of the next Annual General Meeting of the Company and to examine and audit the books of account of the Branch Office of the Company located at Singapore for the financial year 2007-08 on such remuneration as may be mutually agreed upon between the Board of Directors and the Branch Auditors, plus reimbursement of VAT, out-of-pocket, travelling and living expenses, incurred in connection with the audit. RESOLVED FURTHER that pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Act, the Board of Directors of the Company be and is hereby authorised to appoint as</p> | Mgmt. | YES | FOR | |

| | | | | | | | | |
|--|---------|---------------|-----------|-----------|--|-------|----|-----|
| ARJUNA CONSTRUCTION COMPANY LIMITED | NJCC IN | B0FXGPO IN | 7/30/2007 | Hyderabad | <p>Branch Auditors of any branch office which may be opened hereafter in India or abroad in consultation with the Company's Auditors, any person qualified to act as Branch Auditor within the provisions of the said Section 228 of the Act and to fix their remuneration.</p> <p>To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2007, the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and the Auditors thereon.</p> | Mgmt. | NO | DNA |
| | | | | | <p>To declare the final dividend on Equity Shares for the year ended 31st March, 2007.</p> | Mgmt. | NO | DNA |
| | | | | | <p>To appoint a Director in place of Sri S. Venkatachalam, who retires by rotation and being eligible offers himself for reappointment.</p> | Mgmt. | NO | DNA |
| | | | | | <p>To appoint a Director in place of Sri Rakesh Jhunjhunwala, who retires by rotation and being eligible offers himself for reappointment.</p> | Mgmt. | NO | DNA |
| | | | | | <p>To appoint a Director in place of Sri P C Laha, who retires by rotation and being eligible offers himself for reappointment.</p> | Mgmt. | NO | DNA |
| | | | | | <p>RESOLVED THAT MIS. M. Bhaskara Rao & Co., Chartered Accountants and MIS. Deloitte Haskins and Sells, Chartered Accountants be and are hereby appointed as Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.</p> | Mgmt. | NO | DNA |

RESOLVED THAT notice of Intention to propose Sri.R.V.Shastrri for appointment as a Director having been received from a member under Saction 257 of the Companies Act. 1956, Sri.R.V.Shastrri, who was appointed as an Additional Director of the company and who holds office up to the date of thls Annual General Meeting pursuant to Section 260 of the Companies Act, 1956, be and is hereby appointed as a director of the Company liable to retire by rotation.

Mgmt.

NO

DNA

RESOLVED THAT in pursuance of the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act. 1956 (including any statutory modification (s) or reenactment thereof, for the time being in force), read with Schedule XIII to the Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the reappointment of Sri A A V Ranga Raju as Managing Director of the company for a period of 5 (five) years with effect from 01-04-2007 on the terms b conditions of remuneration as set out h the Explanatory Statement annexed to the notice convening the meeting with liberty to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include the HR & Compensation Committee constituted by the Board) to alter and vary the

Mgmt.

NO

DNA

terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto .

RESOLVED THAT in pursuance of the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (Including any statutory modification (s) or reenactment thereof, for the time being in force), read with Schedule XIII to the Act and subject to such other approvals, consents as may be required, the consent of the members of the Company be and is hereby accorded for the re-appointment of Sri A G K Raju, as Executive Director of the Company for a period of 5 (five) years with effect from 01-04-2007

Mgmt.

NO

DNA

RESOLVED THAT in pursuance of the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification (s) or re enactment thereof, for the time being in force), read with Schedule XIII to the Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the

Mgmt.

NO

DNA

reappointment of Sri J V Ranga Raju, as Whole time Director of the Company for a period of 5 (five) years with effect from 01-04-2007

RESOLVED THAT in pursuance of the provisions of Sections 198, 309, 310, 311 and other applicable provisions, of any, of the Companies Act, 1956 (including any statutory modification(s) or reenactment thereof, for the time being in force), read with Schedule XIII to the Act and subject to such other approvals, consents as may be required, the consent of the Members of the company be and is hereby accorded for revising the remuneration payable to Sri R N Raju, Whole time Director w.e.f 1st April, 2007 for the remaining term of his office on the terms as set out in the Explanatory Statement

Mgmt.

NO

DNA

RESOLVED THAT in pursuance of the provisions of Sections 198, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or reenactment thereof, for the time being in force), read with Schedule XIII to the Act and subject to such other

Mgmt.

NO

DNA

approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for revising the remuneration payable to Sri A S N Raju, Whole time Director w.e.f 1st April, 2007 for the remaining term of his office

Mgmt.

NO

DNA

RESOLVED THAT in pursuance of the provisions of

Sections 198, 309.3F0, 311 and other applicable provisions, if any, of the Companies Act, 1966 (including any statutory modification(s) or reenactment thereof, for the times being in force), read with Schedule XIII to the Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for revising the remuneration payable to Sri AV N Raju. Whole time Director w.e.f 1 st April, 2007 for the remaining term of his office as the terms as set out in the Explanatory Statement

14. Amendment to Articles of Association of the Company
 To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:- RESOLVED THAT in pursuance of the provisions of section 31 b other applicable provisions of the Companies Act, 1956, consent of the members of the company be and is hereby accorded for deleting the following Articles contained in the Articles of Association of the company: a) Definition of Principal Promoter and Core Promoters contained in Article 2. b) Deletion of Article Nos.57A,90A, 1 17A and 186 to 193.

Mgmt.

NO

DNA

RESOLVED THAT pursuant to the provisions of Section 309(4) and other applicable provisions, if any, of the Companies Act, 1956, Articles of Association of the Company and other applicable rules and regulations, and subject to such other

Mgmt.

NO

DNA

approvals and consents as may be necessary, the consent of the members of the company be and is hereby accorded to the company for payment of commission to Sri A.V.S.Raju, Chairman of the company at the rate of 1% (one percent) of the net profits of the company (to be calculated in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956) for a period of 5 (five) years with effect from the financial year 2007-08 and the Board of the company (which term shall be deemed to include the HR & Compensation Committee constituted by the Board) be and is hereby authorised to do all such acts and things to give effect to the aforesaid payment of commission to the said Chairman in accordance with, the applicable rules and regulations.

RESOLVED THAT in accordance with Sections 79A, 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (the Act) the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the Guidelines), the provisions of the Income Tax Act and the rules framed thereunder including any amendment of the said Acts and /or the Guidelines or reenactment of the said Acts, and the provisions of the Articles of Association of the Company, and subject to such other approvals and sanctions as may be necessary and

Mgmt.

NO

DNA

subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents and sanctions and which may be agreed to by the Board of Directors of the Company

RESOLVED THAT in accordance with the provisions of the Articles of Association of the Company, Sections 79A, 81 and other applicable provisions of the Companies Act, 1956

(Ue- AWP including any statutory modification(s) or reenactmenQthereof, for the time being in force and the provisions of the Smwiai6s and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,

1999 including any modifications thereof or supplements thereto (the Guidelines), the provisions of the Income Tax Act, 1961

To receive, consider and adopt the audited Profit and Loss Account for the financial year ended on March 31,2007, the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors, thereon.

To declare final dividend on equity shares and c o b the interim dividend of Rs. 3.40 per equity share declared and paid during the financial year ended March 3 1,2007.

Mgmt.

NO

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IN

7/25/2007

Pune

Mgmt.

NO

DNA

Mgmt.

NO

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manag</i> |
|---|---------------------------------------|--------------|---|------------------------------------|---|--|---|------------------------|---------------------------------|
| | | | | | To appoint a Director in place of Dr. Jairam Varadaraj who retires by rotation and being eligible, offers himself for re-appointment, | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Mr. Pheroze Pudurnjee who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint Auditors to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. | Mgmt. | NO | DNA | DN |
| | | | | | RESOLVED THAT Mr. M.S. Unnilrishnan who was appointed as an Additional Director with effect from July 01,2007 at the Meeting of the Board of Directors held on May 29, 2007 and who holds office under Section 260 of the Companies Act, 1956 (the Act) upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing under Section 257 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company. | Mgmt. | NO | DNA | DN |
| | | | | | RESOLVED THAT pursuant to the provisions of Sections 198,269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the Act), consent of the | Mgmt. | NO | DNA | DN |

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| | | | | | | | | | |
|-------------------|--------|---------------|-----------|------|--|-------|----|-----|----|
| nins India Ltd | KKC IN | 6294863 IN | 7/26/2007 | Pune | <p>Company be and is hereby accorded to the appointment of Mr. M.S. Unnikrishnan, as the Managing Director of the Company, for a period of five years with effect from July 01, 2007 on the terms and conditions including remuneration set out in the draft Agreement to be entered into between the Company and Mr. Unnikrishnan with specific authority to the Board of Directors to alter and vary the terms and conditions of the aforesaid appointment and for Agreement including remuneration, provided that such alteration/variation shall be within the limits specified in Schedule XIII to the Act or any amendments thereto from time to time.</p> | | | | |
| | | | | | <p>To receive and adopt the Directors Report and Audited Profit and Loss Account for the year ended March 31, 2007 and the Balance Sheet as at that date.</p> | Mgmt. | NO | DNA | DN |
| | | | | | <p>To declare final dividend on equity shares and to ratify the interim dividend declared by the Board of Directors.</p> | Mgmt. | NO | DNA | DN |
| | | | | | <p>To appoint a Director in place of Mr. Nasser Munjee who retires by rotation and being eligible offers himself for re-appointment.</p> | Mgmt. | NO | DNA | DN |
| | | | | | <p>To appoint a Director in place of Mr. B. H. Reporter who retires by rotation and being eligible offers himself for re-appointment.</p> | Mgmt. | NO | DNA | DN |
| | | | | | <p>To appoint a Director in place of Dr. John Wall who retires by rotation and being eligible offers himself for re-appointment.</p> | Mgmt. | NO | DNA | DN |
| | | | | | <p>To appoint Auditors to hold office from the conclusion of this Meeting until the</p> | Mgmt. | NO | DNA | DN |

| | | | | | | | | | |
|--|---------|---------------|-----------------|--------|--|-------|-----|-----|----|
| Sun Pharmaceutical Industries Ltd | SUNP IN | 6582483 IN | July 27 2007 | Mumbai | <p>conclusion of the next Annual General Meeting.</p> <p>RESOLVED THAT in accordance with the provisions of section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification or re-enactment thereof for the time being in force and subject to such approvals, permissions and sanctions, consents and lor permissions of the Government.of India, Reserve Bank of India, Securities and Exchange Board of India and of such other appropriate authorities, Institutions or Bodies, as the case may be, and subject also to such terms, conditions and modifications as may be prescribed or imposed while granting such approvals, sanctions, permissions and agreed to by the Board of Directors of the Company (hereinafter referred to as the Board , which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution)</p> | Mgmt. | YES | FOR | FO |
| | | | | | <p>RESOLVED THAT in supersession of all earlier resolutions passed and in terms of Section 293(1)(d) of the Companies Act, 1956 and all other enabling provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of monies which together with the monies already borrowed by the</p> | Mgmt. | YES | FOR | FO |

Company (apart from temporary loans obtained or to be obtained from the

Company's bankers in the ordinary course of business) exceed the aggregate paid up capital of the Company and its free reserve, that is to say reserve not set apart for any specific purpose provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.50,000 Million (Rupees Fifty Thousand Million only).

RESOLVED THAT pursuant to the provisions of Section 372A and any other applicable provisions, if any, of the Companies Act, 1956, (the Act) including any statutory modification or re-enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorised at its discretion to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(@ made to and to make investments in Shares, Debentures and/or any other Securities of other body corporates, whether Indian or overseas and/or in various schemes of Mutual Funds or such other funds, in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital and Free Reserves of the Company or 100% of Free Reserves of the Company whichever is more, as prescribed under section 372A of the Companies Act, 1956 from time to time, in one or more tranches, upto maximum amount of Rs. 50,000 Million

Mgmt.

YES

FOR

FO

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| | | | | | | | | | |
|-----------------------------|---------|---------------|-----------|---------|---|-------|-----|-----|----|
| o Tech sformers, Ltd. | INDT IN | BOYK7P9 IN | 7/30/2007 | Chennai | <p>(Rupees Fifty Thousand Million only) notwithstanding that investments along with Company's existing loans or guarantee security or investments shall be in excess of the limits prescribed under Section 372A aforesaid.</p> <p>To receive and adopt the audited Profit and Loss Account for; the year ended 31st March, 2007 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.</p> | Mgmt. | NO | DNA | DN |
| | | | | | To declare a Dividend. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Mr. A.P. Muthuswami who retires by rotation and is eligible for reappointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Mr. P. Velayudhan Pillai who retires by rotation and is eligible for reappointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint Auditors and fix their remuneration. | Mgmt. | NO | DNA | DN |
| tas Ltd | VOLT IN | B1FCQX2 IN | 8/6/2007 | Mumbai | <p>To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2007 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.</p> | Mgmt. | YES | FOR | FO |
| | | | | | To declare a dividend. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. Ishaat Hussain, who retires by rotation and is eligible for reappointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. A. Soni, who retires by rotation and is eligible for reappointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. N. J. Jhaveri, who retires by rotation and is eligible for reappointment. | Mgmt. | YES | FOR | FO |
| | | | | | To consider and, if thought fit, to pass the following Resolution, with or without | Mgmt. | YES | FOR | FO |

modification, as an Ordinary Resolution:- RESOLVED that in partial modification of Special Resolution No.6 passed at the Fifty-First Annual General Meeting of the Company held on 29th August, 2005 and in accordance with the provisions of Sections 198,269,309,310 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), read with Schedule XIII of the Act, the Company hereby approves of the revision in the remuneration payable to Mr. A. Soni, Managing Director of the Company (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with effect from 1st April, 2007 for the remainder of the tenure of his contract upto 22nd April, 2010, as set out in the Explanatory Statement annexed to the Notice convening this Meeting. RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

To consider and, if thought fit, to pass the following Resolution, with or without modification, as an Ordinary Resolution: RESOLVED that subject to the provisions of Sections 224,225 and other applicable provisions if any, of the Companies Act, 1956, Messrs Deloitte Haskins & Sells, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the

Mgmt.

YES

FOR

FO

| | | | | | | | | | |
|----------|-------|---------------|----------|--------|---|-------|-----|-----|----|
| n Hotels | IH IN | B1FRT61 IN | 8/3/2007 | Mumbai | <p>Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, in place of the retiring auditors, Messrs S. B. Billimoria & Co., Chartered Accountants, to examine and audit the accounts of the Company for the financial year 2007-08 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus reimbursement of service tax, travelling and out of pocket expenses.</p> <p>To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2007, and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.</p> | Mgmt. | YES | FOR | FO |
| | | | | | <p>To declare a dividend on ordinary shares.</p> | Mgmt. | YES | FOR | FO |
| | | | | | <p>To appoint a Director in the place of Mr. S. K. Kandhari who retires by rotation and is eligible for re-appointment.</p> | Mgmt. | YES | FOR | FO |
| | | | | | <p>To appoint a Director in the place of Mr. Jagdish Capoor who retires by rotation and is eligible for re-appointment.</p> | Mgmt. | YES | FOR | FO |
| | | | | | <p>To appoint a Director in the place of Mr. N. A. Soonawala who retires by rotation and is eligible for re-appointment.</p> | Mgmt. | YES | FOR | FO |

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| <i>er of folio urity</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> |
|----------------------------------|---------------------------------------|--------------|---|------------------------------------|--|--|---|------------------------|
| | | | | | <p>RESOLVED THAT pursuant to the provisions of Section 224A and other applicable provisions, if any, of the Companies Act, 1956, MIS. S. B. Billimoria & Company, Chartered Accountants and MIS. N. M. Raiji & Company, Chartered Accountants, be and are hereby re-appointed as Joint Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company to audit the Books of Account of the Company for the financial year 2007-08 on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus reimbursement of service tax, out-of-pocket and travelling expenses actually incurred by them in connection with the audit.</p> | Mgmt. | YES | FOR |
| | | | | | <p>RESOLVED THAT in supersession of Resolution No. 10 passed at the Annual General Meeting of the Company held on August 9, 2004 and pursuant to the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s), or re-enactments thereof for the time being in force or as may be enacted hereafter), any Regulations and Guidelines</p> | Mgmt. | YES | FOR |

thereunder or any Rules, Regulations or Guidelines issued by the Reserve Bank of India from time to time, and subject to such consents, sanctions and permissions as may be required from appropriate authorities, consent of the Company be and is hereby accorded for investment by Foreign Institutional Investors [ms] including their sub-accounts in the Ordinary Share Capital of the Company, either by way of direct investment or by purchase or otherwise under any Scheme upto thirty percent of the Ordinary Share Capital of the Company.

RESOLVED THAT in partial modification of Resolution No. 7 passed at the Annual General Meeting of the Company held on August 9, 2004 and pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, read with Schedule XI11 of the Companies Act, 1956 and subject to the approval of the Central Government, if required, the Company hereby accords its approval to the revision in the terms of remuneration of Mr. Raymond N. Bickson, Managing Director of the Company by way of an increase in his basic salary increasing thereby, proportionately, all benefits related to the quantum of salary, with effect from April 1, 2007, for the remainder of the tenure of his appointment i.e. upto and including July 18, 2008, as set out in the Explanatory Statement annexed to the Notice convening this

Mgmt.

YES

FOR

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| Company Name | ISIN | ISIN | Meeting Date | Meeting Location | Meeting Description | Resolution Type | Resolution Status | Resolution Outcome |
|---|---------|------------|-------------------------------|------------------|--|-----------------|-------------------|--------------------|
| International Bank | PNB IN | 6526759 IN | 8/6/2007 | New Delhi | Meeting; To discuss, approve and adopt the Balance Sheet of the Bank as at 31.3.2007, Profit and Loss Account of the Bank for the year ended 31st March 2007, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors Report on the Balance Sheet and Accounts. To declare Final Dividend on Equity Shares for the Financial Year 2006-07. | Mgmt. | NO | DNA |
| Corporation Limited | IOCL IN | 6253767 IN | 8/16/2007 (deadline for post) | Postal ballot | to amend the Object Clause of the Memorandum of Association of the Company to undertake activities relating to Bio-Fuels business. | Mgmt. | YES | FOR |
| MAN CEUTICALS ND ICALS ITED | DISH IN | BOLLBY2 IN | 8/7/2007 | Ahmedabad | To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2007, Profit & Loss Account and Cash Flow Statement for the year ended on that date along with necessary annexures and the Reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA |
| | | | | | To declare a dividend. | Mgmt. | NO | DNA |
| | | | | | To appoint a Director in place of Mr. Rajnikant T. Vyas, who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | NO | DNA |
| | | | | | To appoint a Director in place of Mrs. Deohooti J. Vyas, who retires by rotation and being eligible, offers herself for reappointment. | Mgmt. | NO | DNA |
| | | | | | To appoint Mis. Deloitte Haskins. & Sells, Chartered Accountants as Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. | Mgmt. | NO | DNA |

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| | | | | | | | | |
|----------------|---------|---------------|-----------|------------------|---|-------|-----|-----|
| Infrastructure | GMRI IN | B192HJ1 IN | 8/25/2007 | Postal ballot | To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: | Mgmt. | YES | FOR |
| | | | | | RESOLVED THAT pursuant to the provisions of Section 17 and Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the existing Clause No.1 (c) and Clause No.4(a) of the Clause III (A) of the Objects Clause of the Memorandum of Association of the Company be altered to read as under:- Clause No.1 (c) To carry on the business of developing, maintaining and operating special economic zones or other export promotion parks, software technology parks, electronic hardware parks, bio-technology parks and other industrial parks either individually or as joint venture with any company/ firm/individuaVconsultant whether local or foreign. Clause No.4(a) To undertake and carry on the business of providing financial assistance by way of subscription to or investing in the equity shares, preference shares, debentures, bonds including providing of long term and short term loans, lease-finance, subscription to fully convertible bonds, non - convertible bonds, artially convertible bonds, optional convertible bonds etc., giving guarantees or any other financial assistance as may be conducive for development, construction, operation, maintenance etc., of infrastructure projects in India | Mgmt. | YES | FOR |

in the fields of roads, highway, power generation and for power distribution or any other form of power, telecommunication services, bridge(s), airport(s), ports, rail system(s), water supply, irrigation, sanitation and sewerage system(s), special economic zones or other export promotion parks, software technology parks, electronic hardware parks, bio-technology parks and any other industrial parks or any other public facility of similar nature that may be notified in future as infrastructure facility either by the State Governments and / or the Government of India or any other appropriate authority or body.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (Board), be and is hereby authorised to do all that may be deemed necessary and settle any or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its shareholders.

Mgmt. YES FOR

| | | | | | | | | |
|----------|-------|---------------|-----------|--------|---|-------|-----|-----|
| & Toubro | LT IN | B0166K8 IN | 8/24/2007 | Mumbai | To consider and adopt the Balance Sheet as at March 31, 2007, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and | Mgmt. | YES | FOR |
|----------|-------|---------------|-----------|--------|---|-------|-----|-----|

| | | | |
|--|-------|-----|-----|
| <p>Auditors thereon; To declare a dividend on equity shares;</p> | Mgmt. | YES | FOR |
| <p>To appoint a Director in place of Mr. V. K. Magapu, who retires by rotation and is eligible for re-appointment;</p> | Mgmt. | YES | FOR |
| <p>To appoint a Director in place of Mr. R. N. Mukhija, who retires by rotation and is eligible for re-appointment;</p> | Mgmt. | YES | FOR |
| <p>To appoint Mrs. Bhagyam Ramani as a Director of the Company, whose office shall be liable to retire by rotation;</p> | Mgmt. | YES | FOR |
| <p>To appoint a Director in place of Mr. S. Rajgopal, who retires by rotation and is eligible for re-appointment;</p> | Mgmt. | YES | FOR |
| <p>To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION the following: RESOLVED THAT the vacancy caused by the retirement by rotation of Lt. Gen. Surinder Nath PVSM, AVSM (Retd.), who has not sought re-appointment, be not filled in at this meeting or at any adjournment thereof.</p> | Mgmt. | YES | FOR |
| <p>To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION the following: RESOLVED THAT the vacancy caused by the retirement by rotation of Mr. U. Sundararajan, who has not sought re-appointment, be not filled in at this meeting or at any adjournment thereof.</p> | Mgmt. | YES | FOR |

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedo Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION the following: appointed as an Additional Director and holds office up to the date of this Annual General Meeting, is eligible for appointment, and in respect of whom the Company has received a Notice in writing from a member under the provisions of Section 257 of the Companies Act, 1956 proposing his candidature for the office of a Director, be and is hereby appointed as a Director. | Mgmt. | YES | FOR | FOR |
| | | | | To consider and, if thought fit, to pass with or without modification(s), as a SPECIAL RESOLUTION the following: RESOLVED THAT in accordance with the provisions of Section B1(1A) and other applicable provisions, if any of the Companies Act, 1956 as also provisions of any other applicatsle laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions of | Mgmt. | YES | FOR | FOR |

the Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (Board) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to issue, offer and allot in domestic and/or international offerings in any form, any securities including Equity, Global Depository Receipts (GDR s)/ American Depository Receipts (ADR s)/ Foreign Currency Convertible Bonds (FCCB s), Equity Shares, QuasiEquity Instruments, Preference Shares, Warrants, Exchangeable Bonds/Instruments, Convertible Debentures/Bonds and/or instruments convertible into Equity Shares optionally or otherwise and other appropriate equity linked instruments (hereinafter referred to as Securities) for an aggregate sum up to USD 700 Million or equivalent in Indian and/or any other currency (ies) with or without premium directly to

Indian/
Foreign!Resident/Non-resident
Investors (whether Institutions,
Bodies corporate, Mutual
Funds Trusts! Foreign
Institutional Investors! Banks
and/or individuals, or otherwise
and whether or not such
investors are members,
promoters, directors or their
relatives! associates, of the
Company) through Public
Issue(s), Private Placement(s),
or a combination thereof at
such time or times in such
tranche or tranches, at such
price or prices at a discount or
premium to market price or
prices in such manner and on
such terms and conditions as
may be decided and deemed
appropriate by the factors,
wherever necessary in
consultation with the Lead
Managers, Underwriters,
Merchant Bankers, Guarantors,
Financial and!or Legal
Advisors, Rating
Agencies/Advisors,
Depositories, Custodians,
Principal
Paying/Transfer!Conversion
agents, Listing agents,
Registrars, Trustees, Printers,
Auditors, stabilizing agents and
all other agencies/Advisors or
through the subsidiaries,
including by way of Initial
Public Offer in US or other
countries, so as to enable the
Company to get listed at any
Stock Exchanges in India
and/or Luxemburg/London/
NASDAQ/New York Stock
Exchanges/ Hongkong Stock
Exchange/ Singapore Stock
Exchange and!or any other
overseas Stock Exchange,
RESOLVED FURTHER
THAT the Board be and is
hereby authorised to finalize

the tenor, interest rate, conversion premium, redemption price, call and/or put options and other terms and conditions relating thereto as they may deem fit and to do any acts, deeds, matters or things in connection therewith or incidental or ancillary thereto. RESOLVED

FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds and things as it may, in its absolute discretion deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue or allotment of securities and utilization of proceeds. RESOLVED

FURTHER THAT the Board be and is hereby authorised to finalize, approve and sign all the preliminary and the final offer circulars/documents for the aforesaid issue(s) and to amend, vary, modify the same as may be considered desirable or expedient and for that purpose to give such declarations, affidavits, certificates, consents, etc. to such authorities as may be required from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOIRBI or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board. RESOLVED FURTHER THAT wjthout

prejudice to the generality of the above, issue of securities in international offering may have all or any term or combination of terms in accordance with the international practice.

RESOLVED FURTHER THAT the Board is also entitled to enter into and execute all such arrangements/ agreements with any Lead Managers/ Underwriters/ Guarantors/ Depository (ies)! Custodians/ Advisors/Registrars and all such agencies as may be involved including by way of payment or commission, brokerage, fees, expenses incurred in cash or otherwise in relation to the issue of Securities and other expenses, if any or the like. RESOLVED

FURTHER THAT the Company and/or any agency or body authorized by the Company may issue GDRs and/or other form of securities mentioned herein above representing the underlying Equity Shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the capital markets. RESOLVED

FURTHER THAT the Securities issued in international offering shall be deemed to have been issued abroad in the markets and/or at the place of issue of the Securities in international markets and shall be governed by English or American law or any other law as may be

decided by the Board.

RESOLVED FURTHER
THAT the Board be and is hereby authorized to finalize the mode and the terms of issue and allot such number of Equity Shares/Securities as may be required to be issued and allotted upon conversion of any Securities referred to in paragraph(s) above as may be necessary in accordance with the terms of offering and all such shares will rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER
THAT subject to necessary approval, consent, permission, the Board be and is hereby authorized to convert the GDRs/FCCBs including the GDRs previously issued, into ADA/ADS and list at NASDAQ/NYSE or in any other overseas Stock Exchange.

RESOLVED FURTHER
THAT the Company do open, operate and close one or more bank accounts in the name of the Company in Indian currency or Foreign currency (ies) with such bank or banks in India and/ or such foreign countries as may be required in connection with the aforesaid issue/offer, subject to requisite approvals from Reserve Bank of India and other overseas regulatory authorities, if any.

RESOLVED FURTHER
THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner as the Board may deem fit.

RESOLVED FURTHER
THAT the Board be and is hereby authorized to create necessary securities on such of the assets and properties

(whether present or future) of the Company in respect of facilities obtained as above and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with availing of the above facilities.

RESOLVED FURTHER

THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as they may deem fit.

To appoint Auditors and fix their remuneration and for that purpose to pass with or without modification(s), as a **SPECIAL RESOLUTION** the following:

RESOLVED THAT the Company's Auditors, M/s Sharp & Tannan, Chartered Accountants, who retire but, being eligible, offer themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company including all its branch offices for holding the office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at a remuneration of Rs. 50,00,000/- (Rupees Fifty Lacs Only) exclusive of service tax, travelling and other out of pocket expenses.

Mgmt. YES FOR FOR

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2007, the Profit and Loss account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon. To appoint a Director in place of Mr. Subhash Chandra who retires by rotation and being eligible, offers himself for reappointment.

Mgmt. NO DNA DNA

Mgmt. NO DNA DNA

Dish TV India Ltd. B1RMW32 DITV IN IN 873/2007 Delhi

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedo</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|-------------|---------------------------------|----------------------------|---|--|---|--------------------|---------------------------------------|
| | | | | | To appoint MIs. MGB & Co., Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company. | Mgmt. | NO | DNA | DNA |
| | | | | | To consider and if thought fit, to pass, the following resolution, with or without modification(s), as an Ordinary Resolution: RESOLVED THAT Dr. Pritam Singh be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation. | Mgmt. | NO | DNA | DNA |
| | | | | | To consider and if thought fit, to pass, with or without modification(s), the following resolution, as Special Resolutions: (i) RESOLVED THAT pursuant to the provisions of Section 81 (1A), and other applicable provisions, if any, of the Companies Act, 1956 ("the ACf), the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the SEBI Guidelines) or any statutory modification(s) or re-enactment of the Act or the SEBI Guidelines, the Articles of Association of the Company and the Listing | Mgmt. | NO | DNA | DNA |

Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the approval and consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board which term shall include any Remuneration Committee or Employee Stock Option Committee of the Board), to introduce and implement an Employee Stock Option Scheme 2007 (ESOP 2007 or the Scheme), and to grant, offer, issue and allot in one or more tranches at any time to or to the benefit of such permanent employees of the Company and Directors of the Company, whether Whole-time Directors or otherwise, as may be decided by the Board, Options under ESOP-2007 exercisable or convertible into equity shares (hereinafter referred to as the securities) of the Company not exceeding in the aggregate 1% of the issued, subscribed and paid-up capital of the Company as on March 31 , 2007 i.e. up to 4,282,228 equity shares of Re. 1/- each of the Company (or such other adjusted number of shares for any bonus, consolidation or other re-organisation of the capital structure of the Company as may be

applicable from time to time), on such terms and conditions as may be fixed or determined by the Board in accordance with the SEBI Guidelines or any other applicable provisions as may be prevailing at that time.

RESOLVED FURTHER THAT a) the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the scheme on such terms and conditions as contained in the Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s), or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to amendments with respect to vesting period! schedule, exercise price/period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme; b) the Non-Executive Directors of the Company including Independent Directors, be granted up to a maximum of 50,000 Options per annum and up to a maximum of 250,000 Options in the aggregate under the scheme; c) the securities may be allotted in accordance with the scheme either directly or through a trust which may be set up in any permissible manner and that the scheme may also envisage for providing any financial assistance to the trust to enable to acquire, purchase or subscribe to the securities of the Company; d) any new equity shares to be issued and allotted upon exercise of

options from time to time under ESOP-2007 shall rank pari passu inter se in all respects with the then existing Equity Shares of the Company; e) the Board be and is hereby authorised to take requisite steps for listing of the securities allotted under ESOP-2007 on the Stock Exchanges where the securities of the Company are listed; and ~ for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution. (ii) Special Resolution for extending the benefits to employees of Subsidiary/associate Companies: RESOLVED THAT the benefits of Employees Stock Option Scheme 2007 proposed under Resolution NO.5 (I) contained in this Notice be extended to the eligible employees of the subsidiary/holding Companies and, if permitted by law, to the eligible employees of associate Companies of the Company on such terms and conditions as may be decided by the Board.

Mgmt.

NO

DNA

DNA

To consider and if thought fit, to pass, the following resolution, with or without modification(s), as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Section 293(1) (d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), authority and consent be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board), which expression shall include a Committee of Directors duly authorised in this behalf) to borrow and raise such sum or sums of money or monies from time to time as may be required for the purpose of business of the Company notwithstanding that the money or monies to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserved not set apart for any specific purpose, subject to the proviso that the aggregate of such borrowings shall not exceed Rs.1,000 Crores at any point of time.

| | | | | |
|--|-------|----|-----|-----|
| 7. To consider and if thought fit, to pass, the following resolution with or without modification(s), as an Ordinary Resolution: RESOLVED THAT pursuant to Section 293(1) (a) and other applicable provisions, if any, of the Companies Act, | Mgmt. | NO | DNA | DNA |
|--|-------|----|-----|-----|

1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and/or charge all or any part of the immovable and/or movable properties/assets of the Company wherever situate, both present and future, to or in favour of any Bank(s), Financial Institution(s), Company(ies) or other Organisation(s) or Institution(s) or Trustee(s) (hereinafter referred to as the Lending Agencies) in order to secure the loans (excluding temporary loans obtained from the Company's Bankers in the ordinary course of business) advanced/to be advanced by such lending agencies to the Company together with interest at the respective agreed rates, compound/additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings. RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things and to execute such deeds, documents or writings as are necessary or expedient, on behalf of the Company for creating the aforesaid mortgages and/or charges as it may in its absolute discretion deem necessary or expedient for such purpose and for giving effect to the above resolution. The Register of Members and Share Transfer

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Books of the Company will remain closed from Monday, July 30, 2007 to Friday, August 3, 2007 (both days inclusive).

| | | | | | | | |
|----------------------------|--------------------------|----------|--|-------|----|-----|-----|
| The South Indian Bank Ltd. | SIB IN6349968/17/2007 IN | Thrissur | <p>To consider and, if thought fit, to pass the following resolution, with or without modifications. as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 81 (IA) and other applicable provisions. if any. of the Companies Act. 1956 (including any amendment thereto or re-enactment thereof), Banking Regulation Act. 1949, Foreign Exchange Management Act. 1999. SEBI (Disclosure & Investor Protection) Guidelines, 2000 (the Guidelines). applicable listing agreements and in accordance with the provisions of the Memorandum and Articles of Association of The South Indian Bank Ltd. (the Bank.). the Board of Directors of the Bank (Board) or a Committee of Directors (Committee) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution be and is hereby authorized. to offer. issue and allot. by way of Qualified Institutions Placement (QIP). to Qualified Institutional Buyers (QIBs). in terms of Chapter XIII-A of the Guidelines, whether or not such investors are existing Members of the Bank, through one or more placements. Equity Shares not exceeding 2,00,00,000 (Two Crore Equity Shares) of Rs.10/- each. at such price or prices including premium on</p> | Mgmt. | NO | DNA | DNA |
|----------------------------|--------------------------|----------|--|-------|----|-----|-----|

each share. as the Board or the appointed Committee thereof may determine in accordance with the Guidelines. and where necessary; in consultation with the Lead Managers and/or other Advisors. RESOLVED FURTHER THAT the QIP issue shall be completed within 12 months from the date of this resolution. RESOLVED FURTHER THAT the allotment to each Qualified Institutional Buyer (QIB) in the proposed QIP issue will not exceed 5% of the post issue paid-up capital of the Bank. RESOLVED FURTHER THAT the relevant date for determination of the floor price of the Equity Shares to be issued by way of a QIP issue shall be 1st July 2007. RESOLVED FURTHER THAT the Equity shares so issued shall rank pari passu with the existing Equity Shares of the Bank in all respects. RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares the Board or a Committee be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things as it may; in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement document(s), and to sign all deeds, documents and writings and to pay any

fees. Commissions.
remuneration. expenses
relating thereto and with
power on behalf of the Bank
to settle all questions.
difficulties (If doubts that may
arise in regard to such offer(s)
or issue(s) or allotment(s) as it
may, in its absolute discretion.
deem fit.

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Agre Manage</i> |
|---|---------------------------------------|---------------|---|------------------------------------|--|--|---|------------------------|------------------------------------|
| Emco Limited | EMCO IN | 6099864 IN | 7/18/2007 | Jalgaon | To consider and, if thought fit, approve with or without modification(s), the Scheme of Amalgamation of Urja Engineers Limited and India Energy Investments Private Limited with Emco Limited and their respective shareholders. | Mgmt. | NO | DNA | DN |
| McLeod Russell | MCLR IN | B0FLHS4 IN | 7/30/2007 | Kolkata | To receive and adopt the Profit and Loss Account for the year ended 31st March 2007, and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon | Mgmt. | NO | DNA | DN |
| | | | | | To declare a dividend for the financial year ended 31st March 2007. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Dr. R. Srinivasan who retires by rotation and, being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Mr. Bharat Bajorla who retires. by rotation and, being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Mr. Ranablr Sen who retires by rotation and, being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Mr. R. Takru who retires by rotation and, being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint Auditors and fix their remuneration. | Mgmt. | NO | DNA | DN |
| aj Auto | BJA IN | 612414 | 7/18/2007 | Pune | for the purpose of considering and, if thought fit, approving | Mgmt. | NO | DNA | DN |

| | | | | | | | | |
|--------|----------------|-----------|--------|---|-------|-----|-----|-----|
| | | | | with or without modification(s), the Scheme of Arrangement between Bajaj Auto Limited, Bajaj Holdings & Investment Limited and Bajaj Finserv Limited and their respective shareholders and creditors. To consider and adopt the Audited Profit and Loss Account of the Company for the year ended on March 31, 2007 and the Balance Sheet as at that date together with the report of the Auditors and Directors thereon. | Mgmt. | YES | FOR | FOR |
| e News | ZEEN IN B1LTBN | 7/31/2007 | Mumbai | To appoint Director in place of Mr. K.U. Rao, who retires by rotation at this meeting and being eligible offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | To appoint Director in place of Mr. Vinod Bakshi, who retires by rotation at this meeting and being eligible offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | To appoint Mis. MGB & Co., Chartered Accountants, Mumbai, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. | Mgmt. | YES | FOR | FOR |
| | | | | To consider and if thought fit, to pass following resolution, with or without modification(s), as Special Resolution: Resolved that pursuant to the provisions of Sections 198, 309 and other applicable provisions, if any, of the Companies Act, 1956 (the Act) and subject to approvals as may be required, the Non-Executive Directors of the Company be paid remuneration by way of Commission not exceeding | Mgmt. | YES | FOR | FOR |

1% of net profits of the Company computed in accordance with the provisions of Sections 198(1) of the Act for a period of five years commencing from April 1, 2007, in addition to sitting fees for attending the meeting/s of Board of Directors or any Committee thereof, to be divided amongst the Non-Executive Directors in such manner and subject to such criteria as the Board of Directors of the Company may determine from time to time.

RAISING Of MONEY THROUGH AN ALLIOTMENT Of GDRS/ADRS OR fCCBS OR BY WAY OF A QUALIFIED

| | | | | | | | | | |
|------------------------|----------|--------|-----------|---------------|--|-------|-----|-----|-----|
| Jammu and Kashmir Bank | J&KBK IN | 614291 | 8/13/2007 | Postal ballot | PLACEMENT AS PER THE PROVISIONS Of CHAPTER XIII A Of THE SECURITIES AND EXCHANGE BOARD Of INDIA (DISCLOSURE AND INVESTOR PROTECTION) GUIDELINES, 2000 | Mgmt. | YES | FOR | FOR |
| | | | | | ISSUE OF WARRANTS TO THE STATE GOVERNMENT OF JAMMU AND KASHMIR BY WAY OF A PREFERENTIAL ALLOTMENT | Mgmt. | YES | FOR | FOR |
| Container Corporation | CCRI IN | 610098 | 8/22/2007 | New Delhi | To receive, consider and adopt the Balance Sheet as at 31 st March, 2007, Profit & Loss Account for the year ended on that date and the Report of Board of Directors and Auditors thereon. | Mgmt. | NO | DNA | DN |
| | | | | | 2. To confirm the payment of Interim dividend and to declare dividend on equity shares for the financial year ended 31st March, 2007. | Mgmt. | NO | DNA | DN |
| | | | | | | Mgmt. | NO | DNA | DN |

3. To appoint a Director in place of Shri Suresh Kumar who retires by rotation and being eligible, offers himself for reappointment.

4. To appoint a Director in place of Shri Anil Kumar Gupta, who retires by rotation and being eligible, offers himself for reappointment.

Mgmt.

NO

DNA

DN

5. To take note of the appointment of M/s. Hingorani M. & Co., Chartered Accountants, New Delhi as Statutory Auditors of the Company and to pass the following resolution as an Ordinary Resolution; RESOLVED that the appointment of M/s. Hingorani M. & Co., Chartered Accountants as Statutory Auditors of the Company for the financial year 2006-07 in terms of the order no. CA.

Mgmt.

NO

DNA

DN

V/COY/CENTRAL GOVT., CCIL(5)/36 dated 26.06.2006 of C&AG of India, be and is hereby noted. Special Business -: To consider, and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:

Mgmt.

NO

DNA

DN

6. RESOLVED that Shri V.N. Mathur be and is hereby appointed as Part-time Chairman of the Company w.e.f. 11.04.2007 in terms of Railway Board's order no. 2004/PL/51/3 dated 11.04.2007 and shall be liable to retire by rotation.

Mgmt.

NO

DNA

DN

7. RESOLVED that Shri R.K. Tandon be and is hereby appointed as Director of the Company w.e.f. 18.07.2006 in terms of Railway Board's order no. 2004/PL/51/3 dated 18.07.2006 and shall be liable

Mgmt.

NO

DNA

DN

| | | | | | | | | | |
|---------------|---------|------------|-----------|-----------|--|-------|----|-----|----|
| | | | | | to retire by rotation. 8. RESOLVED that Shri Harpreet Singh be and is hereby appointed as Director of the Company w.e.f. 20.07.2006 in terms of CONCOR s HRD order no. CON/HR/28/4/1057 dated 20.07.2006 and shall be liable to retire by rotation. | Mgmt. | NO | DNA | DN |
| GMR structure | GMRI IN | B192HJ1 IN | 8/30/2007 | Bangalore | 1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2007, Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon. | Mgmt. | NO | DNA | DN |
| | | | | | 2. To appoint a director in place of Mr. Srinivas Bommidala, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | 3. To appoint a director in place of Mr. G Kiran Kumar, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | 4. To appoint a director in place of Mr. B V Nageswara Rao, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | 5. To appoint a director in place of Mr. Arun K Thiagarajan, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | 6. To appoint MIs Price Waterhouse, Chartered Accountants, Hyderabad, as Statutory Auditors for the financial year 2007-08 and fix their remuneration. | Mgmt. | NO | DNA | DN |

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | | <p>7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 163 and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) and the Depositories Act, 1996, the approval of the members of the Company, be and is hereby accorded for keeping the Register of Members, Index of Members, Register of Debenture holders, Index of Debenture holders, other related books and I or copies of all annual returns prepared under Section 159 together with the copies of the certificates and documents required to be annexed thereto under Section 161 and other applicable provisions of the Act, or anyone or more of them, at the office of Karvy Computershare Private Limited, the Registrars and Share Transfer Agents of the Company, with in the city of Bangalore. RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions I matters arising with respect to the above matter, as may be considered</p> | Mgmt. | NO | DNA | DNA |

desirable or expedient by the Board in the best interest of the Company.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED

THAT pursuant to the provisions of Sections 16, 94 of the Companies Act, 1956 and Article 67 of the Articles of Association of the Company, the Authorized Share Capital of the Company of Rs. 400,00,00,000 (Rupees Four Hundred Crore only) divided into 40,00,00,000 (Forty Crore) Equity shares of Rs.10/- (Rupees Ten) each be and is hereby increased to Rs. 750,00,00,000 (Rupees Seven Hundred Fifty Crore only) divided into 375,00,00,000 (Three Hundred Seventy Five Crore) Equity Shares of RS.2/- (Rupees Two) each.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 16, 94 of the Companies Act, 1956 and Article 76 of the Articles of Association of the

Company and subject to such other approvals I permissions

I sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded for the subdivision of each and every one of the existing equity share of the Company of the nominal value of Rs. 10/- each fully paid up into 5 equity shares of Rs. 2/- each fully paid up, and that in the case of existing equity shares which are not fully paid up, the proportion between the amount paid and the amount which is unpaid on each

Mgmt.

NO

DNA

DNA

reduced equity share of Rs. 2/-
each shall be the same as it
were in the case of the
existing equity share of Rs.
10/- each from which the
reduced equity share of Rs. 2/-
each is derived. RESOLVED

FURTHER THAT the
existing Clause V of the
Memorandum of Association
of the Company, relating to
the Share Capital be and is
hereby altered and amended
as under:

V. The Authorized Share
Capital of the Company is Rs.
750,00,00,000 (Rupees Seven
Hundred Fifty Crore only)
divided into 375,00,00,000
(Three Hundred Seventy Five
Crore) Equity Shares of Rs.
2/- (Rupees Two only) each
with power to the Board of
Directors (Board) to increase
or reduce its capital and to
divide the shares in the capital
for the time being into other
classes and to attach thereto
respectively such preferential,
deferred, qualified or other
special rights, privileges,
conditions and restrictions as
may be determined by or in
accordance with the Articles
of Association of the

Company and to vary, modify,
or abrogate any such rights,
privileges, conditions or
restrictions in such manner as
may for the time being be
permitted by the Articles of
Association of the Company
or the legislative provisions
for the time being in force in
that behalf. RESOLVED
FURTHER THAT for the
purpose of giving effect to the
resolutions above, the Board
of Directors (Board) I duly
constituted committee of the
Board, be and is hereby

authorized to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and to issue new share certificates, wherever required, in the aforesaid proportion, in cancellation of existing shares, subject to the rules as laid down in the Companies (Issue of share certificates) Rules, 1960, and the Articles of Association of the Company and to settle any question that may arise in this regard and to finalize and execute all documents, deeds and writings as may be necessary, which includes but not limited to preparing, executing and filing necessary applications! forms! returns! documents to Registrar of Companies, Stock Exchanges (BSE & NSE), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and for such other statutory authorities as may be necessary from time to time and to delegate all or any of the powers to any authorized person(s) to give effect to the above resolution and to comply with necessary formalities in this regard .

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary Resolution: RESOLVED THAT the consent of the Company be and is hereby accorded under the provisions of Section 293(1)(d) and other applicable provisions, if any of the Companies Act, 1956, to the Board of Directors of the Company to borrow from time to time all such sum(s) of

Mgmt.

NO

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DNA

money as the Directors may deem appropriate and upon such terms and conditions as they may think fit for the purposes of business of the company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), if any, may exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board of Directors and outstanding at any point of time shall not exceed the sum of Rs. 10,000 Crore (Rupees Ten Thousand Crore only). RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956, Article 82 of the Articles of Association of the Company be and is hereby altered and amended as under. Article 82 The Board may from time to time but with such consent of the Company in General Meeting, as may be required

| | | | |
|-------|----|-----|-----|
| Mgmt. | NO | DNA | DNA |
|-------|----|-----|-----|

under Section 293 of the Act, raise any money or sums of money for the purpose of the Company provided that the moneys to be borrowed by the Company apart from temporary loans obtained from the Company's bankers in the ordinary course of business shall not without the sanction of the Company exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose and in particular, but subject to the provisions of Section 292 of the Act and for other applicable provisions of the Act and for Securities and Exchange Board of India guidelines and of all other applicable laws, rules / regulations, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, by the issue of debentures perpetual or otherwise including debentures convertible into shares of this or any other Company or perpetual annuities, Foreign Currency Convertible Bonds, American Depository Receipts, Global Depository Receipts, Warrants and other instruments with or without option to convert into equity shares having or not having voting / special rights, whether attached to any securities or otherwise, and such other securities and instruments as may be permissible in law and/ or by way of External Commercial

Borrowings or otherwise and in security of any such money so borrowed, raised or received mortgage pledge or charge, the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely in trust and give the lenders powers of sale and other powers as may be expedient and to purchase redeem or payoff any such securities. Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount up to which the Board may borrow moneys. The Board may by a resolution at its meeting delegate the above power to borrow money otherwise than on debentures to a Committee of Directors or the Managing Director, if any, within the limits prescribed. Subject to the provisions of this Article, the Board may, from time to time, at their discretion, raise or borrow, secure the repayment of any sum or sums of money for the purpose of the Company, from time to time and in such manner and upon such terms and conditions in all respects as they think fit, and in particular, by promissory notes or by opening current accounts or by receiving deposits and advances with or without security, or by the issue of bonds, perpetual or redeemable debentures or debenture stock (both present

and future of the Company) including the uncalled capital for the time being of the Company. RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to and in accordance with the provisions of section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) and all other applicable laws and regulations including the Foreign Exchange Management Act, 1999, The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary shares (through Depository Receipt Mechanism) Scheme, 1993, and subject to any required approval, consent, permission and / or sanction of the Ministry of Finance (Department of Economic Affairs) and Ministry of Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and all other Ministries / Departments of the Government of India and the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI)

Mgmt.

NO

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and / or any other competent authorities, the Securities and Exchange Board of India guidelines, the Reserve Bank of India guidelines, the relevant provisions of the Memorandum and Articles of Association of the Company and the provisions of the Listing Agreement(s) with Stock Exchanges on which the shares and other securities of the company are listed (including any amendment thereto or re-enactment of all or any of the aforesaid) and subject to all such approvals, permissions, sanctions and consents, If any, as may be required under applicable laws and regulations and of concerned authorities, bodies and agencies and subject to such conditions and modifications as may be prescribed by any of the above said authorities, bodies and agencies and which may be agreed to by the board of directors of the Company (hereinafter referred to as the Board), which term shall be deemed to include any Committee thereof which the Board may have or may hereafter constitute, to which all or any of the powers hereby conferred on the Board by this Resolution, have been or may hereafter at any time be delegated), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches, whether rupee denominated or denominated in foreign currency, in consultation with the Lead Manager(s) and/or

Underwriter(s) and/or other
advisor(s), (i) Foreign
Currency Convertible Bonds
and/or other Securities
convertible, at the option of
the Company and/or entitling
the holder thereof to apply
and convert at his option into
equity shares with or without
voting / special rights, and/or
(ii) other securities
convertible into or
exchangeable with or linked
to equity shares, and/or
(iii) Nonconvertible securities
with or without detachable
Warrants, and/or
(iv) Warrants with a right
exercisable by the warrant
holder to convert or subscribe
to equity shares, and/or
(v) any shares, instruments or
securities of the Company
through Global Depository
Receipts,

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | | <p>American Depository Receipts or equity shares through depository receipt mechanism, participatory notes or otherwise (all hereinafter collectively referred to as the Securities) and or any combination of securities to any person including Qualified Institutional Buyers, foreign /non-resident and /or domestic institutions, institutional investors, banks, mutual funds, companies, bodies corporate or other entities, individuals or other persons (collectively referred to as the Investors), whether or not such Investors are members of the Company as may be deemed appropriately by the Board and permitted under applicable laws and regulations, of an aggregate amount not exceeding Rs. 5000 Crore or equivalent thereof in one or more foreign currency and/or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public offer and/or offer letter and / or placement document and/or circular and/or information memorandum and/or such other documents writings, and/or on private placement basis and/or a combination thereof in such manner, on such terms and conditions and at such time or times as may</p> | | | | |

be determined by the Board in its absolute discretion, with power to settle details as to the form and terms of issue of the Securities and all other terms, conditions and matters connected therewith including to accept any modifications thereto or therein as may be required by concerned authorities and/or persons involved with any such issue of Securities subject, however, to all applicable laws and regulations.

RESOLVED FURTHER THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof), the provisions of Chapter XIII A of the SEBI (Disclosure and Investor Protection) Guidelines 2000 (SEBI DIP Guidelines) and the provisions of the Foreign Exchange Management Act, 2000 (FEMA), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the Board of Directors may at their absolute discretion, issue, offer and allot equity shares or securities convertible into equity shares for a value up to the amount of Rs. 5000 Crore (Rupees Five Thousand Crore Only) inclusive of such premium, as specified above, to any person including Financial Institutions (FI), Foreign Institutional Investors (FII), Qualified Institutional Buyers (QIB) etc. (as defined by the SEBI DIP Guidelines)

pursuant to a qualified institutional placement, as provided under Chapter XIII A of the SEBI DIP Guidelines.

RESOLVED FURTHER THAT in the event the securities convertible into equity shares are issued under Chapter XIII A of the SEBI DIP Guidelines, the relevant date for the purpose of pricing of the securities shall be a day thirty days prior to the date on which the holder of the securities which are convertible into or exchangeable with equity shares at a later date becomes entitled to apply for the said shares. RESOLVED

FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares, with or without conversion rights, with or without voting rights or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to

dispose off such of the Securities that are not subscribed. RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, the Board be and is hereby authorized to prescribe with respect to the aforesaid issue of the Securities all or any of the terms or any combination of terms thereof in accordance with local and/or international practice including but not limited to conditions in relation to offer, issue and allotment of the Securities, payment of interest, dividend, premium and redemption or early redemption of Securities, debt service payments and any other payments whatsoever, voting rights and all such terms as are provided in domestic and/or international offerings of this nature including terms for such issue, or variation of the price or period of conversion of any Securities into equity shares or issue of equity shares during the duration of the Securities or terms pertaining to early redemption of Securities and/or conversion into equity shares as the Board may in its sole discretion deem appropriate. RESOLVED FURTHER THAT in the event any of the Securities are issued in international/ foreign capital market, the issue of such Securities shall be deemed to have been made abroad in the market and/or at the place of issue of such Security in the international market and shall be governed by English law or such other foreign law as the Board may

in its absolute discretion
decide. RESOLVED
FURTHER THAT the Board
be and is hereby authorized to
issue and allot Equity Shares
pursuant hereto and/or as may
be required to be issued and
allotted upon conversion of
any of the Securities referred
to above or as may be
necessary in accordance with
the terms of offering thereof
and all Equity Shares so
issued and allotted shall be
subject to the Memorandum
and Articles of Association of
the Company shall rank pari
passu in all respects with the
Existing Shares of the
Company unless otherwise
specified in the relevant
terms. RESOLVED
FURTHER THAT for the
purpose of giving effect to the
above resolution and any
offer, issue and allotment of
Securities, the Board be and is
hereby authorized to take all
such actions, give such
directions and to do all such
acts, deeds and things as may
be necessary, desirable or
incidental thereto and matters
connected therewith including
without limitation the entering
into of arrangements for
underwriting, marketing,
listing, trading, appointment
of Lead Manager(s),
Advisor(s), Registrar(s),
paying and conversion
agent(s) and to issue and sign
all deeds, documents,
instruments and writings and
to pay any fees, commission,
costs, charges and other
outgoings in relation thereto
and to settle all questions, and
to give such directions that
may be necessary or arise in
regard to or in connection

with any such offer, issue or allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board shall be binding on all members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Director or Committee of Directors to give effect to the aforesaid resolutions.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to section 61 and other applicable provisions, if any, of the Companies Act, 1956 and subject to consent/ approval of Securities and Exchange Board of India (SEBI) or any other statutory authorities, which may be required, variation in the utilization of IPO proceeds as under, be and is hereby approved: Out of Rs 463.10 Crore, being the funds allocated for investments in the road projects in the prospectus of the Company dated August?, 2006, as detailed below, Rs. 242.45 Crore, being the balance amount or any part thereof, which is yet to be invested in the specified road projects, if not RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, submit information on statements to statutory Authorities including stock exchanges and sign forms,

Mgmt.

NO

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| | | | | | | | | | |
|-----------------|------------|--------|-----------|---------|---|-------|----|-----|-----|
| Aban ffshore | ABAN IN | B07Y0K | 8/16/2007 | Chennai | deeds, documents, agreements, contracts, undertakings, declarations, confirmations, letters and such other papers as may be necessary, desirable and expedient for giving effect to the variation in the use of the IPO proceeds. RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate its authority in this regard to any directors or executives of the company for achieving the above objective. | Mgmt. | NO | DNA | DNA |
| | | | | | To receive, consider, and adopt the Audited Balance Sheet as at 31 March 2007, the Profit and Loss Account for the year as ended on 31 March 2007, and the reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA | DNA |
| | | | | | To consider and declare dividends on several different kinds of Share Capital. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint directors in place of retiring directors. | Mgmt. | NO | DNA | DNA |
| | | | | | To reappoint M/s Ford, Parks & Co., Chartered Accountants, Chennai as the Auditors of the company for the coming year. | Mgmt. | NO | DNA | DNA |
| | | | | | To reappoint Mr. Reji Abraham as Managing Director and fix his remuneration. | Mgmt. | NO | DNA | DNA |
| | | | | | RESOLVED THAT clause 18 (a) of ESOS 2005 Scheme be and is hereby modified by substituting the words to the extent by the words including but not limited to changing the exercise price, vesting period and the exercise period | Mgmt. | NO | DNA | DNA |
| | | | | | RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded for changing the second vesting date of First | | | | |

ESOP grant from 15.07.2007
to 20.03.2007 and
consequently for ESOS as
approved by SEBI guidelines
from time to time.

| | | | | |
|--|--------------|-----------|------------|------------|
| <p>10. To consider and if thought fit to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA) the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable Rules, Regulations, Guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include a duly authorized Committee of Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and IS hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (FIIs) registered with The Securities Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved of sub accounts, shares of the</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DNA</p> |
|--|--------------|-----------|------------|------------|

Company up to the sector cap statutory ceiling as applicable from time to time provided however that the equity shareholding of each FII on his own account and on behalf of each of SEBI approved sub-account In the Company shall not exceed 10% (Ten percent) of the total paid up equity share capital or such limits as are or may be prescribed from time to time under applicable laws, rules and regulations. RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds matters and things and execute all documents or writings as may be necessary proper or expedient for the purpose of giving effect to this resolution and for matters connected there with or incidental thereto including delegating all or any of the powers herein to any Committee of Directors or any Director or Officer of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION . RESOLVED THAT, in accordance with the provisions of Section 81 and 81 (1 A) and all other applicable provisions, if any of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof) and relevant provisions of the Memorandum of Association and Articles of Association of the Company, the Foreign Exchange Management Act, 1999 and the Issue of Foreign Currency Convertible Bonds

and Ordinary Shares (through
Depository Receipt
Mechanism) Scheme 1993,
guidelines prescribed by the
Securities and Exchange
Board of India (SEBI) and
subject to such approval(s),
consent(s), permission(s) and /
or sanctions of the Ministry of
Finance of the Government of
India, Reserve Bank of India
and any other appropriate
institutions or bodies, as may
be necessary and subject to
such terms and conditions,
modifications, alterations as
may be prescribed and

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Manager</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|------------------------------------|
| | | | | | <p>by any of them in granting any such. approval, consent, permission or sanction, the consent, authority and approval. pf the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board Which term shall be deemed to include any committee thereof) to offer, issue, and <allot, in the course of offerings, in one or more domestic! foreign markets, any Securities including Equity Shares, Global Depository Receipts and / or American Depository Receipts!Shares cotlVertible into Equity Shares,.Foreign Currency Convertible Bonds, Convertible Bonds, Euro Convertible Bonds convertible at the option of the Company and / or at the option of the holders of the Security(s), Securities partly or fully convertible into Equity Shares and / or securities linked to Equity Shares andlcirany instruments or securities with or without detachable warrants secured or unsecured or such other types of securities representing either Equity Shares or Convertible Securities (hereinafter referred to as Securities) to Foreign/Domestic investors, Non-residents, Qualified Institutional Bidders, Foreign InstitutionallInvestorstForeign Companies/N~J(s)/Foreign National(s) or such other</p> | Mgmt. | NO | DNA | DNA |

entities or persons as may be decided by the Board, whether or not such persons/entities/investors are Members of the Company through Prospectus, Offering Letter, Circular to the general public and / or through any other mode or on private placement basis as the case may be from time to time in one or more tranches as may be deemed appropriate by the Board on such terms and conditions as the Board may in its absolute discretion deem fit for an amount not exceeding US\$200 Million (US Dollar Two Hundred Million Only) or its equivalent currencies including green shoe option on the date of allotment on such terms and conditions including pricing as the Board may in its sole discretion decide including the form and the persons to whom such securities may be issued and all other terms and conditions and matters connected.

RESOLVED FURTHER THAT without prejudice to the generality of the above the aforesaid issue of the Securities may have all or any term or combination of terms in accordance with normal practice including but not limited to conditions in relation to payment of interest, dividend, premium or redemption or early redemption at the option of the Company and / or to the holder(s) of the securities and other debt service payment whatsoever and all such terms as are provided in offerings of this nature including terms for issue of additional Equity

Mgmt.

NO

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Shares of variation of interest payment and of variation of the price or the period of conversion of securities into Equity Shares or issue of Equity Shares during the duration of the securitiesgr terms pertaining to voting rights or option for early redemption of securities.

RESOLVED FURTHER THAT theBo~tdbe and is hereby authorised to issue and allot suchnHl 1 joer of underlying Equity Shares as may be requireditobe issued and allottedl.lpon conversion of any SUCHSecurities referred to above or as may be in accordanqevvith the terms of the offering(s) and that the said EqHity Shares shall be subject to the Memorandum andArticies of Association of the Cornpany and shall rank in all respects pari passu with the existing Equity Shares oHM company.

Mgmt.

NO

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RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of Section 293(1) (a) and other applicable provisions, if any, of the Companies Act, 1956 and subject to all necessary approvals to the Board to secure, if necessary, all or any of the above mentioned Securities to be issued, by the creation of a mortgage and / or charge<>.n. all or any of the Company s immovable and / movable assets, both present and future in such form and manner and on such terms as may be deemed fit and appropriate by the Board.

Mgmt.

NO

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RESOLVED FURTHER THAT such of these securities to be iSSUedas are not

Mgmt.

NO

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subscribed may be disposed of by the Board to such person in such manner and on such terms as the Board in its absolute discretion thinks fit, in the best interest of the Company and as is permissible in law.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for issue of Depository Receipts representing underlying Equity Shares/Preference Shares / other securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent.

Mgmt.

NO

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DNA

RESOLVED FURTHER THAT the securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the securities in the international market and may be governed by applicable foreign laws.

Mgmt.

NO

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RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Securities or instruments representing the same, the Board be and is hereby authorised to determine the form, terms and timing of the offering(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be

Mgmt.

NO

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allotted in each tranche, issue price, premium amount on issue / conversion of Securities, Exercise of warrants / Redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation the Appointment of Registrar, Book-Runner, lead-Managers, Trustees, Agents, Bankers, Global Co-ordinators, Custodians, Depositories, Consultants, Solicitors, Accountants, entering into arrangements for underwriting, marketing, listing, trading, depository and such other arrangements and agreements, as may be necessary and to issue any offer document(s) and sign all deeds, documents and to pay and remunerate all agencies and intermediaries by way of commission, brokerage, fees, charges, out of pocket expenses and the like as may be involved or connected in such offerings of securities, and also to seek listing of the securities or securities representing the same in any Indian and I or in one or more international stock exchanges with power on behalf of the Board to settle any questions, difficulties or doubts that may

| | | | | | | | | | |
|---------------------------------------|--------|------------|-----------|--------|--|-------|-----|-----|-----|
| | | | | | <p>arise in regard to any such issue, offer or allotment of securities and in complying with any Regulations, as it may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.</p> <p>Resolved further that the Board be and is hereby authorised to delegate any and all powers herein conferred to any Officer of the company to give effect to the aforesaid resolution.</p> | Mgmt. | NO | DNA | DNA |
| Zee Entertainment Enterprises Limited | Z IN | 6188535 IN | 8/17/2007 | Mumbai | <p>To receive, consider and adopt the Audited Balance Sheet as at March 31, 2007, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To declare dividend on equity shares for the financial year ended March 31, 2007.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To appoint directors in place of directors retiring by rotation, all of whom, being eligible, offer themselves for re-appointment.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To appoint M/s. MGB & Co., Chartered Accountants, Mumbai as Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.</p> | Mgmt. | YES | FOR | FOR |
| Kotak Mahindra Bank Limited | KMB IN | 6135661 IN | 8/21/2007 | Mumbai | <p>To consider and, if thought fit, to pass with or without modifications, the following</p> | Mgmt. | YES | FOR | FOR |

as a Special Resolution:
RESOLVED that pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of Kotak Mahindra Bank Limited (the Bank) and the regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions of any authorities as may be necessary including but not limited to the approval of the Reserve Bank of India, as may be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Bank (hereinafter referred to as the Board which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, the Board be and is hereby authorised on behalf of the Bank to create, issue, offer and allot, (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Bank as may be permitted), in

the course of one or more international or domestic offerings and/or private placements (including on a preferential basis) in domestic and/or one or more international market(s), with or without a green shoe option, Equity Shares of the face value of Rs. 10 each (the Equity Shares) and/or Equity Shares through depository receipts provided that the Equity Shares issued do not exceed 1,70,00,000 (One Crore and Seventy lakh) Equity Shares each in number and up to an aggregate face value of Rs. 17 crores (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), (all of which are hereinafter collectively referred to as Securities) to eligible investors (whether residents and/or non-residents and/or qualified institutional buyers or investors (foreign or otherwise) and/or incorporated bodies, and/or individuals and/or trustees and/or any other categories of investors and/or stabilizing agents or otherwise), through prospectus and/or letter of offer or circular or placement document or any other document at the relevant time(s) of issue of securities, such issue and allotment to be made at such time/times, in one or more tranches, at such price or prices and on such terms and conditions as the Board, may, in its absolute discretion, decide at the time of issue of securities.

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|---------------------------------------|--------------|---|------------------------------------|--|--|---|------------------------|---|
| | | | | | <p>RESOLVED FURTHER that subject to obtaining the applicable approvals and the provisions of Chapter XI(A) of the SEBI(Disclosure and Investor Protection) Guidelines 2000 (SEBI DIP Guidelines), the consent of the shareholders of the Bank be and is hereby accorded to the Board who at its absolute discretion, may issue, offer and allot up to 1,70,00,000 (One Crore and Seventy lakh) Equity Shares, to Qualified Institutional Buyers (as defined by the SEBI DIP Guidelines) pursuant to a qualified institutional placement, as provided under Chapter XI(A) of the SEBI DIP Guidelines.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>RESOLVED FURTHER that the relevant date for the determination of the price of the Equity Shares, if any, to be issued either directly or upon conversion or exchange of the Securities is 22nd July, 2007.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>RESOLVED FURTHER that the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted: or as may be necessary in accordance with the terms of the offer, all such shares ranking pari-passu inter-se and with the then existing Equity Shares of the Bank in all respects.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>RESOLVED FURTHER that for the purpose of giving</p> | Mgmt. | YES | FOR | FOR |

effect to any offer, issue or allotment of securities or instruments representing the same, as described above, the

Board be and is hereby authorised on behalf of the Bank, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determining the actual number of shares to be issued and the issue price in one or more tranches, entering into arrangements for appointment of agencies for managing, underwriting, marketing, listing, trading of securities issued, such as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee and to issue any offer document(s), including but not limited to prospectus, and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Bank to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

AND RESOLVED

FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or anyone or more whole-time Directors of the Bank.

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution: **RESOLVED** that in partial modification of the

Mgmt.

YES

FOR

FOR

resolution passed by the shareholders of the Bank on 5th July, 2007 for adoption of the Employee Stock Option Scheme of the Bank under the name and style of Kotak Mahindra Equity Option Scheme 2007 (Scheme) the

Board be and is hereby authorised to create, issue, offer and allot Equity Shares, from time to time, to employees of the Bank, as defined in SEBI Guidelines, selected on the basis of criteria prescribed by the Board, (hereinafter referred to as the Eligible Employees),

under the Scheme, such that the creation, issue, offer and allotment of such Equity Shares under the Scheme (not including shares already issued or to be issued pursuant to exercise of grant of options to eligible employees under earlier ESOP Schemes of the Bank) shall not exceed in aggregate (including any Equity Shares issued to employees, as defined in SEBI Guidelines, of the subsidiary companies of the

Bank pursuant to the resolution proposed under item no. 3 below) 2,00,00,000 (Two Crore) Equity Shares of the Bank of the face value of Rs. 10 each for cash or such adjusted numbers of such face value, as may be determined by the Board, due to change in Capital Structure of the Bank as a result of re-classification of shares, splitting up of the face value of shares, sub-division of shares, issue of bonus shares, conversion of shares into other shares or securities of the Bank and any other

| | | | | |
|---|--------------|------------|------------|------------|
| <p>change in the rights or obligations in respect of shares .</p> <p>To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution: RESOLVED that in partial modification of the resolution passed by the shareholders of the Bank on 5th July, 2007 for adoption of the Employee Stock Option Scheme of the Bank under the name and style of Kotak Mahindra Equity Option Scheme 2007 (Scheme) the Board be and is hereby authorised to create, issue, offer and allot Equity Shares, from time to time, to employees, as defined in SEBIGuidelines, of the subsidiary companies of the Bank, selected on the basis of criteria prescribed by the Board, (hereinafter referred to as the Eligible Employees), under the Scheme of the Bank, such that the creation, issue, offer and allotment of such Equity Shares under the Scheme (not including shares already issued or to be issued pursuant to exercise of grant of options to eligible employees under earlier ESOP Schemes of the Bank) shall not exceed in aggregate (including any Equity Shares issued to employees, as defined in SEBIGuidelines, of the Bank pursuant the resolution proposed under item no. 2 above) 2,00,00,000 (Two Crore) Equity Shares of the Bank of the face value of Rs. 10 each for cash or such adjusted numbers of such face value, as may be determined by the Board, due to change in</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |
|---|--------------|------------|------------|------------|

Capital Structure of the Bank as a result of re-classification of shares, splitting up of the face value of shares, sub-division of shares, issue of bonus shares, conversion of shares into other shares or securities of the Bank and any other change in the rights or obligations in respect of shares .

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution: RESOLVED that pursuant to Section 94 and other applicable provisions of the Companies Act, 1956 the Authorized Share Capital of the Bank be altered and increased from the present Rs.350,00,00,000 (Rupees Three Hundred and Fifty Crore) consisting of 35,00,00,000 (Thirty Five Crore) Equity Shares of Rs. 10 (Rupees Ten) each to Rs.400,00,00,000 (Rupees Four Hundred Crore) divided into 40,00,00,000 (Forty Crore) Equity Shares of Rs. 10 (Rupees Ten) each.

Mgmt.

YES

FOR

FOR

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution: RESOLVED that, pursuant to the provisions of Sections 16 and other applicable provisions, if any, of the Companies Act, 1956 and such approvals as may be necessary, the existing Clause V of the Memorandum of Association of the Bank relating to the Share Capital be substituted with the following clause: V. The authorised share capital of the Company is Rs.400,00,00,000

Mgmt.

YES

FOR

FOR

(Rupees four hundred crore)
divided into 40,00,00,000
(forty crore) Equity Shares of
Rs. 10 (Rupees ten) each. The
Company has power from
time to time to increase or
reduce or cancel its capital
and to attach thereto
respectively such preferential,
cumulative, convertible,
guarantee, qualified or other
special rights, privilege,
condition or restriction, as
may be determined by or in
accordance with the Articles
of Association of the
Company and to vary, modify
or abrogate any such right,
privilege or condition or
restriction in such manner as
may for the time being be
permitted by the Articles of
Association or the legislative
provisions for the time being
in force in that behalf.
Provided however, that the
subscribed capital of the
Company shall not be less
than one-half of the
authorized capital and the
paid-up capital, if not the
same as the subscribed
capital, shall not be less than
one-half of the subscribed
capital and that, if the capital
is so increased, the Company
shall comply with the
conditions prescribed, within
such period not exceeding two
years as the Reserve Bank of
India may allow. AND
RESOLVED FURTHER that
any Director or the Secretary
of the Bank be and is hereby
authorised to do all such acts,
deeds and things as may be
necessary and incidental to
give effect to the aforesaid
Resolution.

To consider and, if thought fit,
to pass several resolutions

Mgmt.

YES

FOR

FOR

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| | | | | | | | | |
|---------------|-----------------|-----------|-----------|---|-------|----|-----|-----|
| anla tions | TANS IN BILGZV9 | 8/29/2007 | Hyderabad | involving the re-appointment and remuneration of Directors of the Bank. | Mgmt. | NO | DNA | DNA |
| | | | | To receive, consider and adopt the Audited Balance Sheet as on March 31 2007, Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon. | | | | |
| | | | | To re-appoint several Directors (who retire by rotation and being eligible offer themselves for reappointment). | | | | |
| | | | | To re-appoint Mis. Ramasamy Koteswara Rao & Co., Chartered Accountants, Hyderabad, as the Statutory Auditors of the Company | | | | |
| | | | | To confirm the payment of Interim Dividend on Equity Shares for the year 2006-07 as Final Dividend. | | | | |
| | | | | Delisting of equity shares from Hyderabad Stock Exchange Limited, Madras Stock Exchange Limited and Ahmedabad Stock Exchange Limited and granting of authority to D. Uday Kumar Reddy, Chairman & Managing Director and Ms. Ch. Seshanuradh | | | | |
| | | | | Company Secretary to execute all such deeds and documents as considered necessary and expedient to give effect to the above said resolution. | | | | |
| | | | | Setting the remuneration of Mr. D. Uday Kumar Reddy, Chairman & Managing Director, Mr. Gautam Sabharwal, Director-Global Business Development, along with several other Working Directors, and granting of authority to Ms. Ch. Seshanuradha, Company Secretary of the Company to | | | | |

do all such acts, deeds, matters and things as may be deemed or considered necessary or desirable for such purpose.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the Option Grantees for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 25, 00,000 equity shares shall be deemed to be increased to the extent of such additional equity shares issued.

Mgmt.

NO

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RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options from time to time in accordance with the Employee Stock Option Scheme(s) and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

Mgmt.

NO

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RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 2 per equity share bears to the revised face value of the equity shares of the Company after such

Mgmt.

NO

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sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said schemes as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the

Companies Act, 1956, the Memorandum and Articles of Association of the Company and any other applicable laws.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special

Resolution:- RESOLVED THAT pursuant to the provisions of Section 81 (1 A), and all other applicable provisions, if any, of the Companies Act 1956, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as SEBI Guidelines) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and in super session of the Special Resolution approving the ESOP Scheme- 2005, passed under item no. 4 by Members in the Extra Ordinary General Meeting of the Company held

Mgmt.

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Mgmt.

NO

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on December 3 2005, the
consent of the Members be
and is hereby accorded to the
Board of Directors of the
Company (hereinafter referred
to as

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Action Managed</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|-------------------------------|
| | | | | | <p>the Board which term shall be deemed to include any Committee, including the Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any Director of the Company, whether whole time or otherwise, options exercisable into not more than 25,00,000 equity shares of the Company under one or more Employee Stock Option Scheme(s), in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each Option would be exercisable for one Equity Share of a face value of Rs. 2 each fully paid-up on payment of the requisite exercise price to the Company.</p> <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 81 (1A), and all other applicable provisions, if any, of the Companies Act 1956, the Memorandum and Articles of</p> | Mgmt. | NO | DNA | D |

Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as maybe prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any Committee, including the Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of one or more subsidiaries of the Company, from time to time, including any Director of the Company, whether whole time or otherwise, options exercisable into shares or securities convertible into equity shares within the overall ceiling of 25,00,000 equity shares of the Company as mentioned in Resolution No. 14 above, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the provisions of the law or guidelines issued by the relevant Authority; each option would be exercisable for one Equity share of a face value of Rs.2 each fully paid-up on payment of the requisite exercise price to the Company.

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| | | | | | | | |
|-------------------|---------------|----------------------|---|-------|----|-----|---|
| Sun aceuticals | 6582483 IN | Vadodara, Gujarat | To consider and adopt the Balance Sheet as at March 31, 2007, the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon. | | | | |
| | | | To confirm payment of interim dividend on Preference Shares and on Equity Shares as final dividend. | Mgmt. | NO | DNA | D |
| | | | To appoint Directors in place of several Directors who retire by rotation, and being eligible offer themselves for reappointment. | Mgmt. | NO | DNA | D |
| | | | To re-appoint Messrs. Deloitte Haskins & Sells, Chartered Accountants, Mumbai as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration. | Mgmt. | NO | DNA | D |
| | | | To consider, and if, thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT the authorised share capital of the Company be and is hereby reclassified from Rs.1500,000,000/- (Rupees One Thousand Five Hundred Million only) consisting of Equity Share Capital of Rs.1273,500,000/- (Rupees One Thousand Two Hundred Seventy Three Million and Five Hundred Thousands only) divided into 254,700,000 (Two Hundred Fifty Four Million and Seven Hundred Thousands) Equity Shares of Rs.5/- (Rupees Five only) each and Preference Share Capital of Rs.226,500,000/- (Rupees Two Hundred Twenty Six Million and Five Hundred Thousands only) divided into | Mgmt. | NO | DNA | D |

25,000,000 (Twenty Five Million) Preference Shares of Re.1/- (Rupee One only) each and 2,015,000 (Two Million and Fifteen Thousands) Preference Shares of Rs.100/- (Rupees One Hundred only) each to Rs.1500,000,000/- (Rupees One Thousand Five Hundred Million only) consisting of Equity Share Capital of Rs.1475,000,000/- (Rupees One Thousand Four Hundred Seventy Five Million only) divided into 295,000,000 (Two Hundred Ninety Five Million) Equity Shares of Rs.5/ (Rupees Five only) each and Preference Share Capital of Rs.25,000,000/- (Rupees Twenty Five Million only) divided into 25,000,000 (Twenty Five Million only) Preference Shares of Re.1/- (Rupee One only) each and consequently the existing Clause V of the Memorandum of Association of the Company relating to share capital be and is hereby altered by deleting the same and substituting in place thereof, the following as new clause V:

V. The Authorised Share Capital of the Company is Rs.1500,000,000/- (Rupees One Thousand Five Hundred Million only) divided into 295,000,000 (Two Hundred Ninety Five Million) Equity Shares of Rs.5/- (Rupees Five only) each and Preference Share Capital of Rs.25,000,000/- (Rupees Twenty Five Million only) divided into 25,000,000 (Twenty Five Million) Preference Shares of Re.1/- (Rupee One only) each, with

power to classify or reclassify, increase or reduce the capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf and with the power to divide the share capital for the time being into several classes and to attach thereto respectively any preferential, qualified or special rights, privileges or condition including as to voting and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with these present and the Articles of Association.

To consider, and if, thought fit, to pass with or without modification (s), the following resolution as a Special Resolution: RESOLVED THAT in pursuance to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause 4 of the Articles of Association of the Company be and is hereby altered by deleting the same and substituting in place thereof, the following as New Clause 4: 4. The Authorised Share Capital of the Company is Rs.1500,000,000/- (Rupees One Thousand Five Hundred Million only) divided into 295,000,000 (two Hundred Nine Five Million) Equity Shares of Rs.5/- (Rupees Five only) each and Preference Share Capital of Rs.25,000,000/- (Rupees Twenty Five Million only) divided into 25,000,000 (twenty Five Million)

Mgmt.

NO

DNA

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Preference Shares of Re.1/-
(Rupee One only) each, with
power to classify or reclassify,
increase or reduce the capital
from time to time in
accordance with the
regulations of the Company
and the legislative provisions
for the time being in force in
this behalf and with the power
to divide the share capital for
the time being into several
classes and to attach thereto
respectively any preferential,
qualified or special rights,
privileges or condition
including as to voting and to
vary, modify or abrogate the
same in such manner as may
be determined by or in
accordance with these present
and the Articles of
Association.

To consider and, if thought fit,
to pass with or without
modification(s), the following
resolution as a Special

Resolution: RESOLVED
THAT in accordance with the
provisions of Sections 198,
269, 309, 310, 311, 314 and
other applicable provisions, if
any, of the Companies Act,
1956 read with Schedule XIII
to the Companies Act, 1956
and subject to such sanction(s)
as may be necessary in law,
Shri Dilip S. Shanghvi, be and
is hereby re-appointed as the
Chairman & Managing

Director of the Company for a
further period of five years
effective from April 1, 2008
to March 31, 2013, on the
terms and conditions
(including the remuneration to
be paid to him in the event of
loss or inadequacy of profits
in any financial year during
the aforesaid period) as set out
in the draft agreement

Mgmt.

NO

DNA

D

submitted for approval to this Meeting and for identification initialled by the Chairman, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or Agreement, in such manner as may be agreed to between the Board of Directors and Shri Dilip S. Shanghvi within and in accordance with the limits prescribed in Schedule XIII of the Companies Act, 1956 or any amendment thereto and if necessary, as may be agreed to between the Central Government and the Board of Directors and acceptable to Shri Dilip S. Shanghvi;

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule XIII to the Companies Act, 1956, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, commission, perquisites, allowances, etc. within such prescribed limit or ceiling and the aforesaid draft agreement between the Company and Shri Dilip S. Shanghvi be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law. RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps expedient or

Mgmt.

NO

DNA

D

desirable to give effect to this Resolution.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special

Resolution: RESOLVED THAT in conformity with the provisions of Article 142 of the Articles of Association of the Company and pursuant to the provisions of Section 309(4) of the Companies Act, 1956, the authority be and is hereby accorded to the payment of commission to the Non-Executive Directors of the Company (other than the Managing Director and/or Whole-time Directors) to be determined by the Board of Directors for each

Non-Executive Director for each financial year over a period of five years from the current financial year ending on 31.03.2008 up to and including financial year of the Company ending on 31.03.2012 to be calculated in accordance with the provisions of Section 349 and 350 of the Company Act, 1956 and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the maximum limit of quarter percent of net profits of the Company in addition to the sitting fees being paid by the Company for attending the Board/Committee Meetings of the Company.

Mgmt.

NO

DNA

D

Prakash Associates Limited

JPA IN

B01GVY7
IN

9/3/2007

Postal
ballot

RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, the

Mgmt.

YES

FOR

F

Other Objects Clause of the Memorandum of Association of the Company be and is hereby altered by adding the following Clauses with Serial Numbers 43 to 46 immediately after the existing Clause no. 42:

To carry on the business of civil aviation, scheduled or non-scheduled private passenger air taxi operations, private cargo air taxi operations, business of national and/or international airlines, all other airway business including business as agent, encompassing all areas of airport development including aviation system studies, airport master plans, architecture, financial studies & environmental studies.

Mgmt.

YES

FOR

FO

To Lease, hire, let on hire, purchase, sell, export, import, equip, maintain, repair, refurbish, or otherwise deal in aeroplanes, helicopters for the carriage of passengers or freight and engines, air frames avionics parts and components, accessories and all machinery, implements, avionics, lubricants, solutions, enamels and all things capable of being used for or in connection with the maintenance and flying of the air carriers of all descriptions.

Mgmt.

YES

FOR

FO

To carry on business as aviation management consultants, including consultancy and advisory services in relation to buying and selling of aircrafts, training, aviation. business systems market survey, project feasibility, improvement to and expansion of existing aviation projects, preparation of

Mgmt.

YES

FOR

FO

detailed plans for aviation projects and to provide any other services of whatever nature in respect of civil aviation matters.

To carry on the business of providing civil aviation support services including conceptual; preliminary & final designs, preparation of specifications & tender documents, procurement, construction and management of all facilities which include passenger & cargo terminals, hangers, air traffic control centres, operational buildings, fuel hydrant systems, approach roads, car parks, runways, aprons, taxiways & other related infrastructure; and purchasing, marketing, selling, importing, exporting of all kinds of aircraft, planes, helicopters, etc.

Mgmt.

YES

FOR

FO

RESOLVED FURTHER THAT pursuant to

Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors for commencing all or any of the business set out in the said clauses 43 to 46 of the Other Objects clause of the Memorandum of Association of the Company.

Mgmt.

YES

FOR

FO

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|---------------------------------------|--------------|---|------------------------------------|---|--|---|------------------------|---|
| | | | | | <p>Investment in the Special Purpose Vehicle to be incorporated as a Joint Venture Company with Madhya Pradesh State Mining Corporation Limited for mining of Coal. RESOLVED that pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act: 1956 and subject to the approvals of Financial Institutions and such other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to make an initial investment of up to Rs.150 Crores (Rupees One Hundred & Fifty Crores only) to acquire up to 15,00,00,000 fully paid equity shares of R9. 10/- each at par, in one or more tranches, of a new company to be incorporated as a Joint Venture Company with Madhya Pradesh State Mining Corporation Limited, with such name as may be made available by the Registrar of Companies, for mining of Coal in Dongri Tall! Coal Block, District Sidhi in M.P., notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans, guarantees so far given by the Company along with the proposed investment may exceed 60% of the paid-up capital and free reserves of the Company or 100% of its</p> | Mgmt. | YES | FOR | FOR |

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| | | | | | | | | | |
|----------------------------|--------|------------|-----------|-------|---|-------|-----|-----|-----|
| | | | | | free reserves, whichever is more. | | | | |
| | | | | | RESOLVED FURTHER that the Board of Directors of the Company be and is hereby-authorized to do all such acts, deeds, matters and things, settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or any Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution. | Mgmt. | YES | FOR | FOR |
| Prakash Associates Limited | JPA IN | B01GVY7 IN | 8/30/2007 | Nolda | To receive, consider and adopt the audited Balance Sheet as at March 31, 2007, the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA | DNA |
| | | | | | To confirm interim dividend and declare final dividend for the financial year 2006-07. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint several Directors in place of those who retire by rotation and, being eligible, offer themselves for re-appointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint M/s M. P. Singh. Associates, Chartered Accountants as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. | Mgmt. | NO | DNA | DNA |
| | | | | | To consider and, if thought fit, to pass, with or without modification(s), the following resolutions: As Ordinary | Mgmt. | NO | DNA | DNA |

Resolutions: Resolved that Shri E.R.C Shekar be and is hereby appointed a Director of the company, liable to retire by rotation.

Resolved that Shri A. K. Jain be and is hereby appointed a Director of the company, liable to retire by rotation.

Mgmt.

NO

DNA

DNA

Resolved that Shri R. N. Bhardwaj be and is hereby appointed a Director of the company, liable to retire by rotation.

Mgmt.

NO

DNA

DNA

Resolved that the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any of the Companies Act, 1956, to the Board of Directors of the Company to Mortgage and/or charge, subject to the existing charges, immovable and movable properties of the Company, wheresoever situate, present and future, in such a manner as may be decided by the Board of Directors or a Committee thereof in consultation with the Term Lending

Institutions/Banks /Debenture Trustee etc, to or in favour of Export Import Bank of India (Exim Bank) to secure a Rupee Term Loan of Rs. 100 crores from Exim Bank to the company together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment, costs, charges, expenses, trustees remuneration and other monies payable by the Company to Exim Bank under Loan Agreements etc. entered into by the Company in respect of the aforesaid loan.

Mgmt.

NO

DNA

DNA

RESOLVED THAT in partial modification of the resolution passed by the shareholders in their meeting held on September 27, 2005, the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company to mortgage and/or charge, subject to the existing charges, immovable and movable properties of the Company, wheresoever situate, present and future, in such manner as may be decided by the Board of Directors or a Committee thereof in consultation with the Term Lending Institutions/ Banks/Debenture Trustees etc. to or in favour of UTI Bank Ltd. (as Security Trustees) to secure the External Commercial Borrowing (ECB) of US\$25 million or its equivalent arranged by ICICI Bank Limited as Lead Arranger together with interest thereon at the agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment, costs, charges, expenses, Trustees remuneration and other monies payable by the Company to UTI Bank Ltd. (as Security Trustees) in respect of the aforesaid ECB.

Mgmt.

NO

DNA

DNA

RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company to

Mgmt.

NO

DNA

DNA

mortgage and/or charge, subject to the existing charges, immovable and movable properties of the Wind Power Project of the Company situated at Distt. Dhule and Distt. Sangli in the State of Maharashtra, present and future, in such manner as may be decided by the Board of Directors or a Committee thereof in consultation with the Term Lending Institutions/ Banks/Debenture Trustees etc. to or in favour of ICICI Bank Ltd. or in favour of UTI Bank Ltd. (as Security Trustees) to secure the External Commercial Borrowing (ECB) of US\$38 million or its equivalent together with interest thereon at the agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment, costs, charges, expenses, Trustees remuneration and other monies payable by the Company to UTI Bank Ltd. (as Security Trustees) in respect of the aforesaid ECB.

RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the Board of Directors of the Company to Mortgage and/or charge, subject to the existing charges, immovable and movable properties of the Company's Cement Plant of 1.88 mtpa capacity at Sidhi, Madhya Pradesh, and captive power plants of aggregate capacity of 65 MW in Uttar Pradesh, present and future, in such manner as may be

Mgmt.

NO

DNA

DNA

decided by the Board of Directors or a Committee thereof in consultation with the Term Lending Institutions/Banks/ Debenture Trustee, etc. to or in favour of ICICI Bank Limited to secure a Rupee Term Loan to the Company of Rs. 375 crores from ICICI Bank Limited, to be divided into Tranche A of Rs. 250 crores and Tranche B of Rs. 125 crores for the respective projects, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, premia on prepayment, costs, charges, expenses, trustees remuneration and other monies payable by the Company to ICICI Bank Limited under Loan Agreements, etc. entered into by the Company in respect of the aforesaid loan.

RESOLVED THAT in supersession of the resolution passed by the shareholders through the process of postal ballot, the results of which were declared on February 8, 2007 and pursuant to Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not exceed, in the aggregate, at anyone time, Rs. 15,000 Crores (Rupees

Mgmt.

NO

DNA

DNA

Fifteen Thousand Crores only) irrespective of the fact that such aggregate amount of borrowing outstanding at anyone time may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

As Special. Resolutions:

RESOLVED THAT pursuant to Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company for commencing all or any of the business set out in the Clauses 4, 27 and 29 of the Other Objects clause of the Memorandum of Association of the Company.

Mgmt.

NO

DNA

DNA

RESOLVED THAT in accordance with and subject to the provisions of Section 81, and all other applicable provisions, if any, of the Companies Act, 1956 and/or Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), and the applicable 2 Rules, Regulations, Notifications and Circulars, if any, of the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other concerned and relevant authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or

Mgmt.

NO

DNA

DNA

sanction(s) of the Government of India, RBI, SEBI and any other appropriate authority(ies), institution(s) or body(ies), as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, which the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any Committee thereof), be and is hereby authorized to accept, the Board be and is hereby authorised on behalf of the Company to issue, offer and allot in one or more tranches in the domestic or international markets, by way of a public issue and / or on a private placement basis and/or preferential allotment basis, or by way of a Qualified Institutional Placement in terms of the Chapter XIII-A of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, equity shares with voting rights or with differential rights (including non-voting) as to voting, dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed and/or equity shares in the form of Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs), and / or Foreign Currency Convertible Bonds (FCCBs), or any other security convertible into equity shares of the Company with voting rights or with differential rights (including non-voting) as to voting,

dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed or any other instrument (hereinafter referred to as the Securities), to be subscribed to in foreign currency(ies) by international and/or Indian banks, institutions, institutional investors, mutual funds, companies, other corporate bodies, .resident/ non-resident Indians, foreign nationals and other eligible Investors, as may be decided by the Board, (hereinafter referred to as Investors), whether or not such Investors are members of the Company, at such price as may be determined by the Board, upto an aggregate amount of USD One Billion or equivalent thereof (inclusive of such premium as may be determined) and such issue and allotment to be made at such time or times, in such tranche or tranches, in such currency or currencies, in such manner and on such terms and conditions (including in relation to secured or unsecured Securities) as may be decided and deemed appropriate by the Board in its sole discretion at the time of issue or allotment. RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter XIII-A of the SEBI Guidelines, the allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter XIII-A of the SEBI Guidelines, such Securities shall be fully paid-up and the allotment of such Securities

shall be completed within
12 months from the date of
this resolution.

RESOLVED FURTHER
THAT the Company and/or
any agency or body
authorized by the Company,
may issue receipts/certificates
representing the underlying
Securities ,issued by the
Company with such features
and attributes as are prevalent
in international capital
markets for instruments of this
nature and provide for the
tradability or free
transferability thereof as p er
the international practices and
regulations, and under the
forms and practices prevalent
in the international markets.

RESOLVED FURTHER
THAT the Board ,be and is
hereby authorized to issue and
allot, from time to time, such
number of equity shares at
such premium as may be
decided by the Board in its
absolute discretion, as may be
required to be issued and
allotted upon conversion of
such Securities or as may be
necessary in accordance with
the terms of the offering,
including additional equity
shares, all such shares ranking
pari passu.with the existing
equity shares of the Company
in all respects.

| <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Fund's Vote</i> |
|---------------------------------------|--------------|---|------------------------------------|-----------------------------------|--|---|------------------------|------------------------|
|---------------------------------------|--------------|---|------------------------------------|-----------------------------------|--|---|------------------------|------------------------|

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of equity shares. or Securities or instruments or Securities representing the same, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion, deem necessary or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/ conversion of securities/ exercise of warrants/redemption .of Securities,rate of interest redemption period, appointment of Managers, Merchant Bankers, Underwriters,.Guarantors, Financial and/ or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies. whether in India or abroad, entering into or execution of all such agreements/ arrangements/MoUs/ documents with any such agencies, listing of the Securities and the equity shares to be issued on conversion of the said Securities on any Indian and/ or Foreign Stock Exchange(s), as it may in its .absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and

utilization of the issue. proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise, with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Executive Vice Chairman or Whole-time Director or any Director or Directors or any other Officer or Officers of the Company to give effect to the aforesaid Resolution. To consider, and, if thought fit, to approve, with or without modification, the proposed Scheme of Arrangement between SIF Land SIDFL whereby and whereunder it is proposed to reorganise and reconstruct SIFL by transferring the undertaking constituted in part of its financing business, as defined in the Scheme (Transferred Business) and discussed in paragraph 2 below, to SIDFL in the manner and on the terms and conditions more fully stated therein. The rest of the assets, business and liabilities of SIFL shall continue to remain with SIFL.

| | | | | | | | | |
|------|------------|---------------|-----------|-----------|---|-------|-----|-----|
| ure | SREI IN | 6296212 IN | 8/27/2007 | Kolkata | Scheme of Arrangement between SIF Land SIDFL whereby and whereunder it is proposed to reorganise and reconstruct SIFL by transferring the undertaking constituted in part of its financing business, as defined in the Scheme (Transferred Business) and discussed in paragraph 2 below, to SIDFL in the manner and on the terms and conditions more fully stated therein. The rest of the assets, business and liabilities of SIFL shall continue to remain with SIFL. | Mgmt. | NO | DNA |
| to | ANGA IN | B03JLP5 IN | 8/25/2007 | New Delhi | Scheme of Amalgamation between ANG Auto Limited and ANG Auto Tech Private Limited | Mgmt. | NO | DNA |
| k of | SBIN IN | 6100799 IN | 9/4/2007 | Mumbai | To elect two Directors to the Central Board of the Bank under the provisions of Section 19 (c) of the State Bank of India Act, 1955. | Mgmt. | YES | FOR |
| / | BRFL IN | BOPDQG1 IN | 8/30/2007 | Mumbai | To receive, c:onsider and adopt the Audited Statements of Accounts for the financial year ended 31st March 2007 and the Reports of Directors and Auditors thereon. | Mgmt. | YES | FOR |
| s | | | | | | Mgmt. | YES | FOR |

To declare dividend on the Equity shares.

To appoint Directors in place of several who retire by rotation and, being eligible, offer themselves for re-appointment.

Mgmt. YES FOR

To appoint Auditors to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

Mgmt. YES FOR

To appoint Mr. Aman Agrawal as a Vice Chairman of the Company for a period of 3 years with effect from 1 June 2007 to 31 May 2010, and to fix his remuneration.

Mgmt. YES FOR

To appoint Mr. Prashant Agarwal as a Managing Director of the Company for a period of 3 years with effect from 1 June 2007 to 31 May 2010, and to fix his remuneration.

Mgmt. YES FOR

To appoint Mr. Uday Mogre as an Executive Director of the Company for a period of 3 years with effect from 1 June 2007 to 31 May 2010, and to fix his remuneration.

Mgmt. YES FOR

To appoint Mr. A. R. Mundre, as an Executive Director of the Company for a period of 3 years with effect from 1 June 2007 to 31 May 2010, and to fix his remuneration.

Mgmt. YES FOR

To consider and if thought fit. to pass. with or without modification(s). the following as an Ordinary Resolution: RESOLVED THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the company, in such form and manner and with such ranking and at such time and on

Mgmt. YES FOR

such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of the Company and/ or its subsidiaries, availed/to be availed by way of loan (Term loans/Working Capital facilities/External Commercial Borrowings and securities /Debentures) the aggregate value of which shall not exceed Rs. 1200 Crores (Rupees Twelve Hundred Crores Only) from Financial Institutions/ Banks and other agencies/Parties, issued/to be issued by the Company from time to time together with interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other moneys payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed (s) or any other document, entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) in respect of the said loans/borrowing/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lenders/Agents/Trustees.

To consider and if thought fit, to pass, with or without modification(s), the following as an Ordinary Resolution: **RESOLVED THAT** the consent of the Company

Mgmt.

YES

FOR

be and is hereby granted in terms of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) to the Board of Directors to borrow from time to time all such sum(s) of money (including External Commercial Borrowings in foreign denominated currencies from any foreign sources/foreign countries as prescribed by statutory guidelines, if any, in this regard) in such manner as may be deemed necessary and prudent for the purposes of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company i.e. reserves not set apart for any specific purposes, provided that the total amount borrowed/to be borrowed by the Board of Directors shall not, at any time, exceed the limit of Rs. 1200 crores (Rupees Twelve Hundred Crores Only).
RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution the Board of Directors of the Company be and is hereby authorized to take all necessary steps and do all necessary things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things as it may in its absolute discretion deem fit .

| | | | | | | | |
|--------|---------------|-----------|--------------|---|-------|----|-----|
| SCS IN | 6241858 IN | 8/30/2007 | Secunderabad | To receive consider and adopt the audited Balance Sheet as at 31 March 2007, the audited Profit and Loss Account for the year ended on that date, the auditors report | Mgmt. | NO | DNA |
|--------|---------------|-----------|--------------|---|-------|----|-----|

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|--------------|------------|---------------|-----------|---------------|---|-------|-----|-----|
| | | | | | thereon, and the directors report. To declare final dividend on equity shares. | Mgmt. | NO | DNA |
| | | | | | To appoint several Directors in place of those who retire by rotation and, being eligible, offer themselves for re-appointment. | Mgmt. | NO | DNA |
| | | | | | To appoint M/s. Price Waterhouse, Chartered Accountants, as auditors of the Company for the period commencing from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to fix their remuneration. | Mgmt. | NO | DNA |
| | | | | | To appoint several candidates for the office of director as directos of the Company, liable to retire by rotation. | Mgmt. | NO | DNA |
| | | | | | Company buyback of Equity Shares each of a face value of Rs. 1/- to the extent not exceeding 25% of the Company s paid up Equity Share Capital at a price not exceeding Rs 230/- per equity share from the Open Market through Bombay Stock Exchange Limited and National Stock Exchange of India Limited and the total aggregate amount to be expended by the Company for the Buy-back not exceeding Rs 630 Crores, i.e. within 25% of the Company s fully paid-up Equity Share Capital and Free Reserves as per audited Balance Sheet as on December 31, 2006, post adjustments on account of merger of Modern Food Industries (India) Ltd and Modern Food and Nutrition Industries Ltd, which became effective from the Appointed Date i.e. October 1, 2006. | Mgmt. | YES | FOR |
| an r l | HUVR IN | 6261674 IN | 9/10/2007 | Postal ballot | | | | |
| td. | SIEM IN | B15T569 IN | 9/12/2007 | Postal ballot | Siemans Ltd. proposes to sell and transfer two of its Undertakings viz., (a) Siemens VDC Automotive DMsion (SVDO Division) to Siemens VDO Automotive Components Pvt. Ltd., presently a new proposed 100% subsidiary of the parent company, Siemens N5. | Mgmt. | YES | FOR |

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|-----|-----------|------------|-----------|-----------|---|-------|----|-----|
| | | | | | Germany. with effect from 4th October, 2007; and (b) Siemens Building Technologies Division (Sr Division) to the Company, subsidiary Metrex Technologies Pvt. Ltd., (proposed to be renamed as Siemens OuUding Technologies Pvt. Ltd.) with effect From Vt October, 2007. | | | |
| tel | BHARTI IN | 6442327 IN | 9/7/2007 | New Delhi | To consider, and if thought fit, approve with or without modification, the Scheme of Arrangement of Bharti Airtel Limited (Transferor Company/Applicant Company I) with Bharti Infratel Limited (Transferee Company/ Applicant Company II) | Mgmt. | NO | DNA |
| | | | | | To receive, consider and adopt the audited Balance Sheet as at March, 31, 2007 and Profit & Loss Account for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon. | | | |
| | NTPC IN | 6312754 IN | 9/12/2007 | New Delhi | To confirm payment of interim dividend and declare final dividend for the year 2006-07. | Mgmt. | NO | DNA |
| | | | | | To appoint a Director in place of Shri Chandan Roy, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA |
| | | | | | To appoint a Director in place of Shri G. P. Gupta, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA |
| | | | | | To appoint a Director in place of Shri M.I. Beg, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA |
| | | | | | To fix the remuneration of the Auditors. | Mgmt. | NO | DNA |
| og | MUL IN | 6633712 IN | 9/6/2007 | New Delhi | To receive, consider and adopt the audited Balance Sheet as at 31 March 2007 and Profit and Loss Account for the financial year ended on that date together with the Reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA |
| | | | | | To declare dividend on equity shares. | Mgmt. | NO | DNA |

| | | | |
|--|-------|----|-----|
| <p>To appoint a Director in place of Mr. R.C. Bhargava, who retires by rotation and being eligible offers himself for reappointment.</p> | Mgmt. | NO | DNA |
| <p>To appoint a Director in place of Mrs. Pallavi Shroff, who retires by rotation and being eligible offers herself for reappointment.</p> | Mgmt. | NO | DNA |
| <p>To appoint a Director in place of Mr. Shuji Oishi, who retires by rotation and being eligible offers himself for reappointment.</p> | Mgmt. | NO | DNA |
| <p>To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:</p> | | | |
| <p>RESOLVED THAT pursuant to Section 224 and other applicable provisions of the Companies Act, 1956, MIs Price Waterhouse, Chartered Accountants, the retiring Statutory Auditors of the Company, having offered themselves for reappointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of the 26th Annual General Meeting upto the conclusion of the 27th Annual General Meeting of the Company at a remuneration to be fixed by the Board and reimbursement of out of pocket expenses incurred in connection with the audit.</p> | Mgmt. | NO | DNA |

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|---------------------------------------|--------------|---|------------------------------------|--|--|---|------------------------|---|
| | | | | | <p>To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution: RESOLVED THAT subject to the approval of the Central Government (powers delegated to Registrar of Companies) under Section 21 of the Companies Act. 1956, the name of the Company be and is hereby changed from Maruti Udyog Limited to Maruti Suzuki India Limited, the new name having been already made available by the Registrar of Companies, NCT of Delhi & Haryana. RESOLVED FURTHER THAT the name Maruti Suzuki India Limited after registration by the Registrar of Companies, NCT of Delhi & Haryana under Section 23 of the Companies Act, 1956 be substituted in place of Maruti Udyog Limited in the Memorandum of Association and Articles of Association of the Company and in all other relevant documents, places, wherever it occurs. RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things necessary and incidental for the said purpose.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution: RESOLVED THAT pursuant</p> | Mgmt. | NO | DNA | DNA |

to Article 91 of the Articles of Association of the Company read with Sections 198, 269, 309, 310, Schedule XIII and all other applicable provisions of the Companies Act, 1956, Mr. Tsuneo Kobayashi be and

is hereby appointed as a

Whole-time Director

designated as Senior Joint

Managing Director of the

Company with effect from

13th November, 2006 for a

period of 3 years at following

remuneration: Remuneration:

a) Basic Salary: Rs. 4,80,000

per month in the scale of Rs.

4,00,000 to Rs. 6,75,000 per

month with authority to the

Board (which expression shall

include a committee thereof)

to revise his salary from time

to time. The annual

increments will be merit based

and take into account the

Company's performance.

b) Special Salary: Rs.

1,00,000 per month (fixed).

c) Performance Linked Son

us: A performance linked

bonus equivalent to a

guaranteed minimum of four

months Basic Salary and a

maximum of ten months Basic

Salary, to be paid annually.

with authority to the Board

(which expression shall

include a committee thereof)

to fix the same based on

certain performance criteria to

be laid down by the Board.

d) Perquisites and

Allowances: In addition to the

salary and performance linked

bonus payable, he shall also

be entitled to perquisites and

allowances like

accommodation (furnished or

otherwise) or house rent

allowance in lieu thereof;

house maintenance allowance,

together with. the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants salaries, society charges and property tax; medical reimbursement, medical / accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances; in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and him; such perquisites and allowances will be Rs.

30,70,000 per annum with authority to the Board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of Rs. 40,00,000 per annum. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Minimum

Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the

Company will, subject to applicable laws; pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months basic salary, perquisites and allowances as specified above .

To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

Mgmt.

NO

DNA

DNA

RESOLVED THAT pursuant to Article 91 of the Articles of Association of the Company read with Sections 198, 269, 309 Schedule XIII and all other applicable provisions of the Companies Act, 1956, consent be and is hereby accorded for appointment of Mr. Masayuki Osada as a Whole-time Director designated as Director (Research & Development) of the Company with effect from 26th July 2007 for a period of 3 years at following remuneration:

Remuneration:

a) Basic Salary: Rs. 3,90,000 per month in the scale of Rs. 3,25,000 to Rs. 6,00,000 per month with authority to the Board (which expression shall include a committee thereof) to revise his salary from time to time. The annual increments will be merit based and take into account the Company's performance.

b) Special Salary: Rs. 1,00,000 per month (fixed).

c) Performance Link.ed Bonus: A performance linked bonus equivalent to a guaranteed minimum of four months Basic Salary and a maximum of ten months Basic Salary, to be paid annually, with authority to the Board

(which expression shall include a committee thereof) to fix the same based on certain performance criteria to be laid down by the Board.

d) Perquisites and Allowances: In addition to the salary and performance linked bonus payable, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants salaries, society charges and property tax; medical reimbursement, medical / accident insurance, leave travel concession for himself and his family; club fees and such other perquisites and allowances; in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and him; such perquisites and allowances will be Rs.

30,88,000 per annum with authority to the Board (which expression shall include a committee thereof) to increase it from time to time upto a maximum of Rs.40,00,000 per annum. For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of the Company's car for official duties and telephone at

residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling. Minimum

Remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, in the event of loss or inadequacy of profits, the Company will, subject to applicable laws, pay remuneration by way of basic and special salary, performance linked bonus not exceeding four months basic salary, perquisites and allowances as specified above .

To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution:

RESOLVED THAT pursuant to Article 91(6) of the Articles of Association of the Company, Section 309 and all other applicable provisions of the Companies Act, 1956 (the Act) and subject to such permissions as may be required, approval be and is hereby accorded to the payment of commission to the non-executive Directors of the Company (other than the Managing I Whole time Directors, annually for a period not exceeding 5 years, for each of the financial years of the Company commencing from lit April, 2006 of a sum not exceeding 1% per annum of the net profits of the Company calculated in accordance with the provisions of Section 198, 349

Mgmt.

NO

DNA

DNA

and 350 of the Act or Rs. One Crore (Rs. Ten Million), whichever is less, to be divided amongst the Directors aforesaid in such manner as the Board may from time to time determine.

To consider and, if thought fit, to pass with or without modification(s), the following as a Special Resolution:-

Mgmt.

NO

DNA

DNA

RESOLVED THAT pursuant to Section 31 and all other applicable provisions of the Companies Act, 1956, the Articles of Association of the Company be amended as follows:

i) In Article I, the definition of Government , President , Revised Joint Venture Agreement and Government Director and Suzuki Director be deleted.

ii) Article 30A, 30B, 30C, 30D, 30E, 66, 66A and 108 be deleted.

iii) In line 7 of Article 67, the words including Article 66A be deleted.

iv) Existing Article 87 be deleted and in place thereof, the following Article 87 be substituted: Every instrument appointing a proxy may be as nearly as circumstance will admit in the form in Schedule IX of the companies Act, 1956 or a form as near thereto as circumstances admit or in any other form as the the board should approve

v) Para 2 & 3 of Article 91 (2) be deleted.

vi) Existing Para 5 of Article 91 (2) be deleted and in place thereof, the following para be substituted: Suzuki shall be entitled to remove the Directors nominated by it and appoint any other person(s) in

his/their place

vii) Existing Para I of Article 99 be deleted and in place thereof, the following para be substituted: "The quorum for a meeting of the Board shall be two or 1/3rd of their strength, whichever is higher, subject to. the provisions of Section 287 of the Act

viii) Existing Para: 2 of Article 99 be deleted and in place thereof, the following para be substituted: Provided however that if within half an hour from the time appointed for holding the Board Meeting, a quorum as aforesaid is not present, the meeting shall stand adjourned to same day in next week at the same time and place. If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the directors present at that meeting shall constitute a quorum and the Board shall be entitled to take a decision on any of the aforesaid matters

ix) Existing Article 101 be deleted and in place thereof, the following Article 10 I be substituted: Unless otherwise required by the Act, all decisions at the meeting of the Board of Directors of the Company shall be made by a majority of the Directors present and voting. In case of an equality of votes, the Chairman shall have a casting vote .

KEC International Limited
KECI IN B0YJJ27 9/27/2007 Mumbai
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To consider, and, if thought fit, to pass, the following resolution as a Special Resolution:
RESOLVED THAT in

accordance with and pursuant to the provisions of Section 314(1 B) and other applicable provisions, if any, of the Companies Act, 1956 and the rules and regulations thereto, including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Central Government or such other approvals of such authorities as may be necessary, and subject to such terms, conditions and modifications as may be prescribed by any of them in granting any such approvals and which may be agreed to by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee of Directors, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution),

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manag</i> |
|---|---------------------------------------|--------------|---|------------------------------------|--|--|---|------------------------|---------------------------------|
| | | | | | <p>the consent of the Company be and is hereby accorded to Mr. Anant Goenka, son of Mr. H. V. Goenka, the Chairman of the Company to hold and continue to hold an office or place of profit as an employee of the Company on such remuneration and terms and conditions as set out in the Explanatory Statement annexed hereto, subject to an overall limit of Rs. 5 lacs per month or Rs. 60 lacs per annum.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorized to decide within the overall limit specified in this regard, the exact remuneration to be paid to Mr. Anant Goenka, the terms and nature of his appointment as also the changes in his designation and remuneration, modify the terms and conditions of appointment from time to time and do all such acts, deeds, matters and things, make and execute all such applications, writings and instruments as the Board may in its absolute discretion deem necessary or desirable and delegate the said authority to any person(s) as they may deem fit in their discretion for the purpose of giving effect to this resolution without being required to seek any further consent or approval of the members or otherwise, with the intent that the members shall be deemed</p> | Mgmt. | YES | FOR | FO |

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| | | | | | | | | | |
|---|---------|---------------|----------|-----------|--|-------|----|-----|----|
| RCL Structures & cts LTD | IVRC IN | B10SSR3 IN | 9/7/2007 | Hyderabad | to have given their approval thereto expressly by the authority of this resolution. | Mgmt. | NO | DNA | DN |
| | | | | | To receive, consider and adopt the Profit & Loss Account for the year ended March 31, 2007, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors attached thereto. | | | | |
| | | | | | To declare the dividend. | | | | |
| | | | | | To appoint a Director in place of Mr. TRC. Bose, a Director, who retires by rotation under Art. 121 of the Articles of Association of the Company and being eligible offers himself for reappointment. | | | | |
| | | | | | To appoint a Director in place of Mr. R. Balarami Reddy, a Director, who retires by rotation under Art.121 of the Articles of Association of the Company and being eligible offers himself for re-appointment. | | | | |
| | | | | | To appoint a Director in place of Mr. K. Ashok Reddy, a Director, who retires by rotation under Art.121 of the Articles of Association of the Company and being eligible, offers himself for reappointment. | | | | |
| | | | | | To appoint Auditors and fix their remuneration. | | | | |
| | | | | | To appoint Mr. Mahesh Madduri as a Director of the Company. | | | | |
| | | | | | To re-appoint Mr. R. Balarami Reddy as whole time Director and fix his remuneration. | | | | |
| | | | | | To re-appoint Mr. K. Ashok Reddy as whole time Director and fix his remuneration. | | | | |
| To consider increase in the borrowing powers of the Company from Rs.37,500 Millions to Rs. 50,000 Millions. | Mgmt. | NO | DNA | DN | | | | | |

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|-------------------|---------|---------------|-----------|--------|--|-------|-----|-----|----|
| a Steel imited | TATA IN | 6101156 IN | 8/29/2007 | Mumbai | To approve the new lines of activity and seek amendments to objects clause of the Memorandum of Association of the company. | Mgmt. | NO | DNA | DN |
| | | | | | To consider the Employees Stock Option Scheme. (ESOP-2007) | Mgmt. | NO | DNA | DN |
| | | | | | To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2007 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon. | Mgmt. | YES | FOR | FC |
| | | | | | To declare Dividend on Ordinary Shares. | Mgmt. | YES | FOR | FC |
| | | | | | To appoint a Director in the place of Mr. Nusli N. Wadia who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | FC |
| | | | | | To appoint a Director in the place of Dr. T. Mukherjee who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | FC |
| | | | | | To appoint a Director in the place of Mr. A. N. Singh who retires by rotation and is eligible for re-appointment. | Mgmt. | YES | FOR | FC |
| | | | | | To appoint auditors and fix their remuneration. | Mgmt. | YES | FOR | FC |
| | | | | | To appoint a Director in the place of Mr. James Lang who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act. | Mgmt. | YES | FOR | FC |

To appoint a Director in the place of Mr. Philippe Varin who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

Mgmt.

YES

FOR

FO

To appoint a Director in the place of Mr. Jacobus Schraven who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act.

Mgmt.

YES

FOR

FO

To appoint a Director in the place of Dr. Anthony Hayward who was appointed an Additional Director of the Company by the Board of Directors with effect from 17th May, 2007 under Section 260 of the Companies Act, 1956, (the Act) and who holds office upto the date of the forthcoming Annual

Mgmt.

YES

FOR

FO

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|-----------------------|---------|------------|-----------|------|--|--|-------|-----|-----|----|
| | | | | | | General Meeting but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under the provisions of Section 257 of the Act. | | | | |
| | | | | | | Revision in terms of remuneration of Mr. B. Muthuraman, Managing Director | Mgmt. | YES | FOR | FC |
| | | | | | | Increase in the Authorised Share Capital | Mgmt. | YES | FOR | FC |
| | | | | | | Alteration of the Memorandum of Association | Mgmt. | YES | FOR | FC |
| | | | | | | Alteration of the Articles of Association | Mgmt. | YES | FOR | FC |
| | | | | | | Further Issuance of Securities | Mgmt. | YES | FOR | FC |
| | | | | | | Change in place of keeping Registers and Records | Mgmt. | YES | FOR | FC |
| | | | | | | Appointment of Branch Auditors | Mgmt. | YES | FOR | FC |
| United Phosphorus Ltd | UNTP IN | B0L0W35 IN | 9/14/2007 | Vapi | | To consider and. adopt the audited Balance Sheet as at 31st March, 2007,.Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. | Mgmt. | NO | DNA | DN |
| | | | | | | To appoint a Director in place of Mr. Kaly~n Banerjee, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | | To appoint a Director iri place of Dr. (Mrs.) Reena Ramachandran, who retires by rotation and being eligible, offers herself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | | To appoint a Director in place of Mr. Pradip Madhavji, who retires by rotation and being eligible, offers, himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | | To appoint a Director in place of Mr. R. D. Shroff, who retires by rotation and being | Mgmt. | NO | DNA | DN |

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| | | | | | eligible, offers himself for re-appointment. | | | | |
| | | | | | To appoint Auditors and fix their remuneration. | Mgmt. | NO | DNA | DN |
| | | | | | To receive, consider and adopt the Audited Balance Sheet as at 31st March 2007 and Profit & Loss Account for the year ended as on that date together with the Directors and Auditors Reports thereon. | Mgmt. | YES | FOR | FO |
| | | | | | To declare Dividend. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. J. M. Gandhi who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. | Mgmt. | YES | FOR | FO |
| | | | | | To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT in supen.ession of the eartier resolution passed by the members of the Company at their Extra Ordinary General Meeting held on 8/11/2005 and pursuant to section 293(1) (d) and all other applicable provisions, (if any) of the Companies Act, 1956, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for borFowing from time to time as it may deem fit, any sum or sums of money not exceeding Rs.5,000.00 Crores (Rupees five thousand Crores only) on such terms and conditions as the Board may deem fit notwithstanding that the moneys to be borrowed by the Company together with | Mgmt. | YES | FOR | FO |

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IN

8/30/2007

Mumbai

the moneys already borrowed by the Company (apart from temporary loans obtained by the Company from its bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary

Resolution: RESOLVED THAT in partial modification of the earlier resolution passed by the members of the Company at their Annual General Meeting held on 12th July 2004 and pursuant to the provisions of Sections 198, 269, 309, 310,311 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956, or any statutory amendment or modification thereto and subject to approval of the Central Government, if necessary, and such other recommendations, approvals and sanctions as may be necessary, desirable and expedient in law, the remuneration of Mr. P. C. Kapoor Managing Director, be and is hereby increased w.e.f. 1st April, 2007 as set out in the draft agreement laid before the meeting and which agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said increment and/ or agreement, in such manner as may be

agreed upon by and between the Board of Directors and Mr. P. C. Kapoor within and in accordance with the limits prescribed in Schedule XIII to the Companies Act, 1956 or any amendment thereto and if necessary as may be agreed to

between the Central Government and the Board of Directors as may be acceptable to Mr. P.C.

Kapoor. RESOLVED

FURTHER THAT subject to the provisions of Section 198 and Section 309 and other applicable provisions, if any, of the Companies Act, 1956, the remuneration payable to

Mr. P. C. Kapoor, as Managing Director, shall not exceed five percent of such net profits of the Company and ten percent of such net profits for all such managerial personnel of the Company together in that financial year.

RESOLVED FURTHER

THAT notwithstanding anything herein above stated, where in any financial year during the currency of his tenure as Managing Director, the Company has no profits or its profits are inadequate, the

Company will pay the remuneration as set out under item no. 10 of the Explanatory

Statement annexed to this notice as minimum

remuneration subject to the approval of the Central Government and such other recommendations, approvals and sanctions, if and when necessary. RESOLVED

FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII

to the Companies Act, 1956,
the Board of Directors be and
is hereby authorized to vary or
increase the remuneration
(including the minimum
remuneration) within such
prescribed limits or ceilings
and the aforesaid draft
Agreement between the
Company and Mr. P.C.
Kapoor be suitably amended
to give effect to such
modifications, relaxations or
variations without any
further reference to the
Company in General Meeting,
if so permissible.

RESOLVED FURTHER
THAT the Board of Directors
of the Company be and is
hereby authorized to do and
perform such acts, deeds,
matters or things and take
such steps as may be
necessary, expedient or
desirable and further to
execute all such deeds
including the Agreement as
laid before this meeting,
documents and writings as
may be necessary to give
effect to this resolution.

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedo Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------------------------------|----------------------------|---|--|---|--------------------|---------------------------------------|
| | | | | <p>RESOLVED THAT in partial modification of the earlier resolution passed by the members of the Compl: General Meeting held on 12th July 2004 and pursuant to the provisions of Sections 198,269,309,310,311 al provisions, if any, of the Companies Act, 1956 read with Schedule X/II to the Companies Act, 1956. or any statu modification thereto and subject to approval of the Central Government. if necessary, and such other approvals and sanctions as may be necessary. desirable and expedient in law. the remuneration of Mr. Vijay Director, be and is hereby increased w.e.f. 1st April. 2007 as set out in the draft agreement laid before the I agreement is hereby specifically approved and sanctioned with liberty to the Board of Directors to alter, vary ar and conditions of the said increment and/ or aQreement. in such manner as may be agreed upon by and bel Directors and Mr. Vijay Kumar within and in accordance with the limits prescribed in Schedule XIII to the Coml any ammendment thereto and if necessary as may be agreed to between the Central Government and the Board</p> <p>RESOLVED FURTHER THAT subject to the provisions of Section 198 and Section 309 and other</p> | Mgmt. | YES | FOR | FOR |

applicable ~ the Companies Act, 1956, the remuneration payable to Mr. Vijay Kumar. as Managing Director. shall not exee such net profits of the Company and ten percent of such net profits for all such managerial personnel of the CI that financial year.

RESOLVED FURTHER

THAT notwithstanding anything herein above stated. where in any financial year dUi his tenure as Managing Director, the Company has no profits or its profits are inadequate, the Company will pa as set out under item no. 10 of the Explanatory Statement annexed to this notice as minimum remuneration sut of the Central Government and such other recommendations.

approvals and sanctions, if and when necessary. **RESOLVED**

FURTHER THAT in the event of any statutory amendment. modification or relaxation by the Cer Schedule XIII to the Companies Act. 1956. the Board of Directors be and is hereby authorized to vary or increas (including the minimum remuneration)

within such prescribed limits or ceilings and the aforesaid draft Agrel Company and Mr. Vijay Kumar be suitably amended to give effect to such modifications, relaxations or var further reference to the

Company in General Meeting, if so permissible. **RESOLVED**

FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do and deeds, matters or things and take such steps as may be

necessary, expedient or desirable and further to exee, including the Agreement as

Madhucon
Projects
Limited

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IN IN 9/1/2007

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|---|--|---|--|--|
| <p>laid before this meeting, documents and writings as may be necessary to give effect.</p> <p>To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2007 and the Profit and Loss Account for the year ended on that date together with the report of the Auditors and Directors thereon.</p> <p>To appoint Director in the place of Sri. K. Srinivasa Rao who retires by rotation and being eligible offers himself for re-appointment.</p> <p>To declare dividend on the Equity Shares.</p> <p>To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.</p> <p>RESOLVED THAT Mis K. Siva Rama Krishna Prasad & Co. Chartered Accountants, be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual. General Meeting at such remuneration as may be determined by the Board of Directors of the Company.</p> <p>To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution.</p> <p>RESOLVED THAT subject to the provisions of Section 198,269,309,310,311 and Schedule XIII and all other applicable provisions of the Companies Act, 1956 consent of the Company be and is hereby accorded to the appointment of</p> | <p>Mgmt.</p> <p>Mgmt.</p> <p>Mgmt.</p> <p>Mgmt.</p> <p>Mgmt.</p> <p>Mgmt.</p> <p>Mgmt.</p> | <p>NO</p> <p>NO</p> <p>NO</p> <p>NO</p> <p>NO</p> <p>NO</p> <p>NO</p> | <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> | <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> <p>DNA</p> |
|---|--|---|--|--|

Sri.N.Seethaiah, Joint
Managing Director as
Managing Director of the
Company for a period of three
years w.e.f. 01 st May, 2007
on a monthly remuneration of
RS.1 ,00,000/(Rupees One
Lakh) (inclusive of
perquisites). FURTHER
RESOLVED THAT the
enhanced monthly
remuneration of
Sri.N.Seethaiah as Joint
Managing Director of the
Company for the period from
01 st September, 2006 to 30th
April, 2007 @Rs.1,00,000/(
Rupees One Lakh) per month
(Inclusive of perquisites) be
and is hereby approved and
ratified.

To consider and if thought fit
to pass with or without
modification the following
resolution as an Ordinary
Resolution.

Mgmt.

NO

DNA

DNA

RESOLVED THAT subject to
the provisions of Section 198,
269, 309, 310, 311 and
Schedule XIII and . all
other applicable provisions of
the Companies Act, 1956
consent of the Company be
and is hereby accorded to the
re-appointment of
Sri.S.Vaikuntanathan, Director
(Finance) of the Company for
a period of two years w.e.f.
05th March, 2007 on a
monthly remuneration of RS.1
,00,000/- (Rupees One Lakh)
(inclusive of perquisites).
FURTHER RESOLVED
THAT the enhanced monthly
remuneration of
SrLS.Vaikuntanathan, Director
(Finance) of the Company for
the period from 01 st January,
2007 to 04th March, 2007
@Rs.1,00,000/(Rupees One
Lakh) per month (Inclusive of

perquisites) be and is hereby approved and ratified. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution.

**MADHUCON PROJECTS
UNITED**

RESOLVED THAT the consent of the Company under the provisions of Section 372A and other applicable provisions if any of the Companies Act, 1956, be and is hereby accorded to the Board of Directors of the Company, that the aggregate of loans and investments, guarantee or security to be made from time to time as may deem fit by the Board over and above the prescribed limits but shall not exceed Rs.1800.00 Crores (Rupees One Thousand Eight Hundred Crores only) at anyone time and that for the implementation of the resolution, the Board may act through any member thereof or any other person duly authorized by the Board in that behalf.

Mgmt. NO DNA DNA

to alter Other Object Clause of the Memorandum of Association of the Company by insertion of a new Para therein relating to carrying on of aviation business and authorization to the Board to commence this business. to authorize the Board of Directors to make investments, give loans I guarantees and provide securities to other bodies corporate in excess of the limits prescribed under Section 372A of the Companies Act, 1956.

Mgmt. YES FOR FOR

Mgmt. YES FOR FOR

BPCL IN 9/19/2007 Mumbai

indal Steel and Power Limited JSP IN 6726816 IN 9/21/2007 Postal ballot

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| | | | | | | |
|------------------------------|---------------|---|-------|-----|-----|-----|
| Bharat Petroleum Corporation | 6099723 IN | To receive and adopt the Directors Report and the Report on Corporate Governance, the Audited Profit & Loss Account for the year ended 31st March, 2007 and the Balance Sheet as at that date along with the Report of the Statutory Auditors and the Comments of the Comptroller & Auditor General of India. | | | | |
| | | To declare final dividend and to confirm interim dividend. | Mgmt. | YES | FOR | FOR |
| | | To appoint a Director in place of Shri S. A. Narayan, Director (Human Resources), who retires by rotation in pursuance of Section 256 of the Companies Act, 1956. Shri S. A. Narayan, being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | To appoint a Director in place of Shri S. Radhakrishnan, Director (Marketing), who retires by rotation in pursuance of Section 256 of the Companies Act, 1956. Shri S. Radhakrishnan, being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | To appoint a Director in place of Shri S. K. Joshi, Director (Finance), who retires by rotation in pursuance of Section 256 of the Companies Act, 1956. Shri S. K. Joshi, being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | To consider and, if thought fit, to pass the following Resolution, with or without modifications, as an Ordinary Resolution :- RESOLVED that Shri. P.H. Kurian, Secretary (Investment Promotion), Govt of Kerala, be and is hereby appointed as Director of the Company. | Mgmt. | YES | FOR | FOR |
| | | | Mgmt. | YES | FOR | FOR |

Sterlite
Industries
India Ltd

STLT IN B13TC37
IN IN 9/15/2007

Tamil
Nadu

To consider and, if thought fit,
to pass the following
Resolution, with or without
modifications, as an Ordinary
Resolution :- RESOLVED that
Prof. N. Venkiteswaran, be
and is hereby appointed as
Director of the Company.
To consider and adopt the
Balance Sheet as at March 31,
2007 and the Profit and Loss
account of the Company for
the year ended on that date and
the Report of the Directors and
Auditors thereon.
To confirm the dividend paid
on Preference Shares.
To appoint a Director in place
of Mr. Gautam Doshi, who
retires by rotation and being
eligible, offers himself for
reappointment.
To appoint a Director in place
of Mr. Sandeep Junnarkar,
who retires by rotation and
being eligible, offers himself
for re-appointment.
To appoint M/s. Chaturvedi &
Shah, Chartered Accountants
and M/s. Das & Prasad,
Chartered Accountants,
retiring Auditors as Auditors
of the Company to hold office
from the conclusion of this
Annual General Meeting until
the conclusion of the next
Annual General Meeting of
the Company and to fix their
remuneration and for the
purpose, to pass with or
without modification(s), the
following resolution as an
Ordinary Resolution:
RESOLVED that pursuant to
the provisions of Section 224
and all other applicable
provisions, if any, of the
Companies Act, 1956, M/s.
Chaturvedi & Shah, Chartered
Accountants and M/s. Das &
Prasad, Chartered

| | | | |
|-------|----|-----|-----|
| Mgmt. | NO | DNA | DNA |
| Mgmt. | NO | DNA | DNA |
| Mgmt. | NO | DNA | DNA |
| Mgmt. | NO | DNA | DNA |
| Mgmt. | NO | DNA | DNA |

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| | | | | | | | |
|--|--------------------------------|-----------|---|-------|----|-----|-----|
| Indiabulls Financial Services Limited | IBULB02L7L0 IN IN 9/17/2007 | New Delhi | <p>Accountants, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and is hereby authorised to fix their remuneration.</p> <p>To consider, and if thought fit, approve with or without modification(s), the proposed Scheme of Arrangement between Indiabulls Credit Services Limited, Indiabulls Financial Services Limited and Indiabulls Securities Limited and their respective shareholders and creditors.</p> | Mgmt. | NO | DNA | DNA |
| Television Eighteen India Ltd | B1L5351 TLEI IN IN 9/7/2007 | New Delhi | <p>To receive, consider and adopt the Profit and Loss Account for the year ended 31 · March 2007, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.</p> <p>To confirm the interim dividend as the final dividend.</p> <p>To appoint a Director in place of Mr. G. K. Arora, who retires by rotation and being eligible, offers himself for re-appointment.</p> <p>To appoint a Director in place of Mr. Hari S. Bhartla, who retires by rotation and being eligible, offers himself for reappointment.</p> <p>To appoint Auditors and to fix their remuneration.</p> <p>To consider and, if thought fit, pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED THAT (a) the authorized share capital of the Company be and is hereby increased from Rs. 55,00,00,0001- (Rupees Fifty</p> | Mgmt. | NO | DNA | DNA |
| | | | | Mgmt. | NO | DNA | DNA |
| | | | | Mgmt. | NO | DNA | DNA |
| | | | | Mgmt. | NO | DNA | DNA |
| | | | | Mgmt. | NO | DNA | DNA |
| | | | | Mgmt. | NO | DNA | DNA |

Ave Crores) divided into
10,00,00,000 (Ten Crores)
equity shares of As. 5/(
Rupees FIM8) each and
5,00,000 (FIM8 Lacs)
preference shares of Rs.100/-
(Rupees Hundred) each to Rs.
70,00,00,0001(Rupees
Seventy Crores Only) divided
into 13,00,00,000 (Thirteen
Crores) Equity Shares of Rs. 5
(Rupees Five) each and
5,00,000 (Five Lacs)
preference shares of Rs.100/(
Rupees Hundred) each, and
the new shares shall rank part
passu in all respects with the
existing shares of the
Company.

(b) in Clause V of Company s
Memorandum of Association,
the words The Authorised
Share Capital of the Company
is Rs. 55,00,00,000 (Rupees
Fifty Five Crores only)
divided into 10,00,00,000 (Ten
Crores) equity shares of Rs.51-
each and 5,00,000 preference
shares of Rs. 1001- each be
and are hereby substituted
with the words The Authorised
Share Capital of the Company
is Rs. 70,00,00,000 (Rupees
Seventy Crores Only) divided
into 13,00,00,000 (Thirteen
Crores) equity shares of
Rs.5/-(Rupees Five) each and
5,00,000 (Five Lacs)
preference shares of Rs. 1001-
(Rupees Hundred) each and

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedo Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------------------------------|----------------------------|---|--|---|--------------------|---------------------------------------|
| | | | | <p>(c) that for the purpose of giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard, the Managing Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments, and writings as he may in his sole and absolute discretion deem necessary or expedient.</p> <p>To consider and, if thought fit, pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT, pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company be and are hereby altered in the following manner: I) Article 3 be replaced with the following new Article 3: The Authorized Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company. Ii) Article 85A be inserted after the Article 85:</p> <p>Notwithstanding anything contained in any other provisions of Articles of</p> | Mgmt. | NO | DNA | DNA |

Association of the Company, so long as the TV18 group and/or its associates, affiliates and/or Subsidiary companies and/or holding companies hold fifty percent or more of the paidup voting equity share capital of the Company, whether alone or in combination, and are thus the single largest shareholding group in the Company, they shall have the right to appoint majority of the Directors on the Board of Directors of the Company, and shall exercise control over the Company, as defined in Regulation 2(c) of the said Regulations including any amendments,

modifications or re-enactment thereof. RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard, the Managing Director, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments, and writings as he may in his sole and absolute discretion deem necessary or expedient.

To consider and, if thought fit, pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT (a) pursuant to Article 58 of the Articles of Association of the Company and all other applicable provisions, if any, of the Companies Act, 1956, the Foreign- Exchange

Mgmt.

NO

DNA

DNA

Management Act, 1999, Guidelines for Issue of Bonus Shares framed by Securities and Exchange Board of India, other applicable statutes and subject to such other approvals, consents, permissions or sanctions as may be required from the appropriate authorities, institutions or bodies, the consent of the Company be and is hereby accorded to the Board of Directors or any Committee thereof of the Company for capitalization of such sum standing to the credit of Securities Premium Account of the Company, as may be considered necessary by the Board, for the purpose of issue of Bonus shares of Rs. 51- each and that the said sum so capitalized be applied in issuing equity shares of RS.51- each credited as fully paid up to the equity shareholders of the Company, .in the proportion of one new equity share for every one existing equity share held by such persons as on the record date (to be fixed) and that the shares so distributed shall be treated for all purposes as an increase in the nominal amount of the capital of the Company held by each such member.

(b) that the aforesaid issue of bonus shares to the shareholder(s) shall also include issuance of additional options I bonus shares to the eligible employees of the Company who have been granted options under various ESOP plan(s) of the Company, but the same have not been vested/exercised till the record date and the Board

of Directors or any Committee thereof be and is hereby authorized, to create or allocate adequate number of options I shares or, for capitalisaiton of such sum standing to the credit of Securities Premium Account available for distribution by the Company, as may be considered necessary by the Board for the purpose of grant of additional options, with or without consideration, or Issue of bonus shares of Rs. 5/- each credited as fully paid up on the date of vesting! exercise, in the proportion of one option I equity shares for every one option held by them on the record date to be fixed by the Board.

(c) that the new equity shares shall, on allotment, rank pari passu in all respects including dividend with the existing issued equity shares of the Company.

(d) that for the purpose of giving effect to the above resolution and to settle any question, difficulty or doubt that may arise in this regard, the Managing Director, Chief Financial Officer and Company Secretary of the Company, be anq are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments, and writings as he may in his sole and absolute discretion deem necessary or expedient including but without limitation to filing of any documents with the Securities and Exchange Board of India, Stock Exchanges where shares of the Company are listed, Depositories, Ministry

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| | | | | | | | | | |
|------------------------------|--------|---------------|-----------|-----------|---|-------|----|-----|-----|
| Bharat Electronics Ltd | BHE IN | 6139715 IN | 9/20/2007 | Bangalore | of Corporate Affairs and/or other Concerned Authorities for seeking the necessary listing approvals and to settle any question, difficulty or doubt that may arise in this regard thereto. | | | | |
| | | | | | To receive, consider and adopt the Profit & Loss Account for the year ended 31 March 2007 and the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon. | Mgmt. | NO | DNA | DNA |
| | | | | | To confirm the Interim Dividend and declare Final Dividend on Equity Shares. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Mr. Bhupindar Singh, who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Dr. M. Rammohan Rao, who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Prof. Goverdhan Mehta, who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Dr.V. Bakthavatsalam, who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To consider and if thought fit, to pass, with or without modifications, the following resolution as Ordinary Resolution: RESOLVED THAT Lt. Gen. S.P. Sree Kumar, AVSM who was appointed as Additional Director by the Board of Directors of the Company on 27th October, 2006 to hold office upto the date of this Annual General Meeting and for the appointment of whom | Mgmt. | NO | DNA | DNA |

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| | | | | | | | | |
|----------------------------------|---------|------------|---|-----------|-------|-----|-----|-----|
| | | | <p>the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidacy for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.</p> <p>To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution: RESOLVED THAT pursuant to Section 31 and any other applicable provisions of the Companies Act, 1956, approval of the Shareholders be and is hereby accorded to amend the Articles of Association of the Company in the following manner:</p> <p>To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2007 and the Profit & Loss Account for the financial year ended on that date together with the Reports of the directors and Auditors thereon.</p> <p>To declare dividend.</p> <p>To appoint a Director in place of Shri K. Ravi Kumar, who retires by rotation and being eligible, offers himself for re-appointment.</p> <p>To appoint a Director in place of Shri C. S. Verma, who retires by rotation and being eligible, offers himself for re-appointment.</p> <p>To appoint a Director in place of Shri Sanjay M. Dadlika, who retires by rotation and being eligible, offers himself for re-appointment.</p> | Mgmt. | NO | DNA | DNA | |
| Bharat Heavy Electricals Limited | BHEL IN | 6129523 IN | New Delhi | 9/17/2007 | Mgmt. | NO | DNA | DNA |
| | | | | | Mgmt. | NO | DNA | DNA |
| | | | | | Mgmt. | NO | DNA | DNA |
| | | | | | Mgmt. | NO | DNA | DNA |
| | | | | | Mgmt. | NO | DNA | DNA |
| | | | | | Mgmt. | NO | DNA | DNA |

To fix the remuneration of the Auditors.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: Resolution: RESOLVED THAT Shri N. GOKULRAM, who was appointed as an Additional Director pursuant to Article 67 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956 and who holds Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from the Director himself pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the company.

Mgmt.

NO

DNA

DNA

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: Resolution: RESOLVED THAT Shri B. P. Rao, who has been appointed as an Additional Director pursuant to Article 67 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956 w.e.f. 01/09/2007 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from himself pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the company.

Mgmt.

NO

DNA

DNA

To consider and, if thought fit, to pass with or without

Mgmt.

NO

DNA

DNA

| | | | | | | | |
|---------------------------------|----------------------------------|--------------|---|-------|----|-----|-----|
| Network 18 Fincap Limited | NETF IN IN BJRSGO 9/7/2007 | New Delhi | <p>modification, the following resolution as an Ordinary Resolution: Resolution: RESOLVED THAT Shri Anil Sachdev, who has been appointed as an Additional Director pursuant to Article 67 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956 w.e.f. 01/09/2007 to hold Office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing, from himself pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the company.</p> <p>To receive, consider and adopt the Profit and Loss Account for the year ended 31 ~ March 2007, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.</p> <p>To appoint a Director in place of Mr. Sanjay Ray Chaudhuri, who retires by rotation and being eligible, offers himself for reappointment.</p> <p>To appoint Auditors and to fix their remuneration.</p> <p>To consider and, if thought fit, pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to Section 260 of the Companies Act, 1956, Mr. G.K. Arora was appointed as an Additional Director at the meeting of the Board of Directors held on October 12, 2006 and who holds office up to the date of this Annual General Meeting and for the</p> | Mgmt. | NO | DNA | DNA |
| | | | | Mgmt. | NO | DNA | DNA |
| | | | | Mgmt. | NO | DNA | DNA |
| | | | | Mgmt. | NO | DNA | DNA |

appointment of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company not liable to retire by rotation.

To consider and, if thought fit, pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 260 of the Companies Act, 1956, Mr. P.N. Bahl was appointed as an Additional Director at the meeting of the Board of Directors held on October 12, 2006 and who holds office up to the date of this Annual General Meeting and for the appointment of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

Mgmt.

NO

DNA

DNA

To consider and, if thought fit, pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 260 of the Companies Act, 1956, Mr. Manoj Mohanka was appointed as an Additional Director at the meeting of the Board of Directors held on October 12, 2006 and who holds office up to the date of this Annual General Meeting and for the appointment of

Mgmt.

NO

DNA

DNA

whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manag</i> |
|---|---------------------------------------|---------------|---|------------------------------------|--|--|---|------------------------|---------------------------------|
| | | | | | To consider and, if thought fit, pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to Section 260 of the Companies Act, 1956 Ms. Vandana Malik was appointed as an Additional Director at the meeting of the Board of Directors held on October 12, 2006 and who holds office up to the date of this Annual General Meeting and for the appointment of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2007 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA | DN |
| Denmark Pharmaceuticals Limited | GNP IN | 6698755 IN | 9/20/2007 | Mumbai | To confirm interim dividend declared on Equity Shares. To appoint a Director in place of Mr. J. F. Ribeiro who retires by rotation and being eligible, offers himself for re-appointment. To appoint a Director in place of Mr. Sridhar Gorthi who retires by rotation and being | Mgmt. | YES | FOR | FO |
| | | | | | | Mgmt. | YES | FOR | FO |
| | | | | | | Mgmt. | YES | FOR | FO |
| | | | | | | Mgmt. | YES | FOR | FO |

| | | | | |
|---|-------|-----|-----|----|
| <p>eligible, offers himself for re-appointment.</p> | Mgmt. | YES | FOR | FO |
| <p>To appoint a Director in place of Mrs. Cheryl Pinto who retires by rotation and being eligible, offers herself for re-appointment.</p> | | | | |
| <p>To appoint Mis. Price Waterhouse, Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.</p> | Mgmt. | YES | FOR | FO |
| <p>To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special</p> | | | | |
| <p>Resolution: RESOLVED THAT pursuant to Sections 198,269,309,310 and 314 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be and is hereby accorded to the re-appointment of Mr. Glenn Saldanha as Managing Director and Chief Executive Officer of the Company for a period of 5 years with effect from 16th May, 2007 on a remuneration to be paid and provided and the terms and conditions as set out in the explanatory statement attached hereto.</p> | Mgmt. | YES | FOR | FO |
| <p>To consider, and if thought fit, to pass with or without modifications), the following resolution as a Special</p> | | | | |
| <p>Resolution: RESOLVED THAT pursuant to Sections 198,269,309,310 and 314 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be</p> | Mgmt. | YES | FOR | FO |

and is hereby accorded to the re-appointment of Mrs. Cheryl Pinto as a Director in the whole-time employment of the Company and designated as Director-Corporate Affairs for a period of 5 years with effect from 16th May, 2007 upon and subject to the terms and conditions including the remuneration to be paid and provided as set out in the explanatory statement attached hereto.

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special

Resolution:

RESOLVED THAT pursuant to Sections 198,269,309,310 and 314 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company, be and is hereby accorded to the re-appointment of Mr. R. V.

Mgmt.

YES

FOR

FO

Desai as a Director in the whole-time employment of the Company and designated as Director-Finance & Legal for a period of 5 years with effect from 16th May, 2007 upon and subject to the terms and conditions including the remuneration to be paid and provided to him as set out in the explanatory statement attached hereto.

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special

Resolution:

RESOLVED THAT pursuant to Sections 198,269,309,310 and 314 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956,

Mgmt.

YES

FOR

FO

consent of the Company, be and is hereby accorded to the re-appointment of Mr. A. S. Mohanty as a Director in the whole time employment of the Company and designated as Director-Formulations for a period of 5 years with effect from 16th May, 2007 upon and subject to the terms and conditions including the remuneration to be paid and provided to him as set out in the explanatory statement attached hereto.

To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 198, 269, 309, 310 and 314 read together with schedule XIII and other applicable provisions of the Companies Act, 1956, consent of the Company be and is hereby accorded to the appointment of Mr. Gracias Saldanha, as a Non Executive Director and Chairman of the Company for a period of five years with effect from 16th May 2007 and for payment to him every year of a commission equivalent to 1% per annum of the net profits of the Company and for such additional percentage of commission, as may be permissible by law, consequent to any amendments to the Companies Act, 1956 and for any statutory modification or enactment thereto.

Mgmt.

YES

FOR

FO

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

Mgmt.

YES

FOR

FO

-RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals, consents, permissions and sanctions, as may be necessary from Appropriate Authorities, certain existing regulations of the Articles of Association of the Company be and are hereby substituted with the draft regulations, a copy of which is placed before this meeting duly initialed by the Chairman for the purpose of identification (hereinafter referred to as the New Articles) and the Amended Articles be and are hereby approved and adopted as the Articles of Association of the Company.

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

-RESOLVED THAT in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 as also provisions of any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and the listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions of the Government

Mgmt.

YES

FOR

FO

of India (GOI, Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and all other appropriate and/ or concerned authorities, and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (Board) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to issue, offer and allot Equity Shares/Warrants and I or instruments convertible in equity shares optionally or otherwise including but not limited to Global Depository Receipts (GDR s)/American Depository Receipts {ADR s} Foreign Currency Convertible Bonds (FCCB s) (hereinafter referred to as Securities) for an aggregate sum upto US\$150 million with a green shoe option of 15% or equivalent in Indian and/or any other currency (ies) inclusive of such premium, as may be permitted by the Ministry of Finance/such other authorities directly to Indian / Foreign / Resident / Non -resident

Investors (whether Institutions, Incorporate Bodies, Mutual Funds/ Trusts / Foreign Institutional Investors/Banks and/or individuals. or otherwise and whether or not such investors are members, promoters, directors or their relatives/associates, of the Company) through Public Issuels), Private Placement(s) or a combination thereof at such time or through Qualified Institutional Placement (QIP) in terms of Chapter XIII A of the SEBI (Disclosure and Investor protection) guidelines, 2000 as ammended from time to time at such time or times, tranche or tranches, at such price or prices at a discount or premium to market price or prices, in such manner and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of such issue or allotment, considering the prevailing market conditions and other relevant factors, wherever necessary in consultation with the Lead Managers, Underwriters, advisors or through the subsidiaries, including by way of Initial Public Offer in US or other countries, so as to enable the Company to get listed at any Stock Exchanges in India and / or Luxemburg / London / New York / Singapore / Hong Kong Stock Exchanges and / or any of the Overseas Stock Exchanges.

To consider and adopt the Balance Sheet as at March 31, 2007 the Profit and Loss account of the Company for the year ended on date and the

Mgmt.

NO

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| | | | | | | | | | |
|-----------|---------|---------|-----------|-----------|---|-------|----|-----|----|
| | | | | | Report of the Directors and Auditors thereon. | | | | |
| | | | | | To confirm the dividend paid on Preference Shares. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Mr. Gautam Doshi, who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Mr. Sandeep Junnarkar, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Das & Prasad, Chartered Accountants, retiring Auditors as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and for the purpose, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED that pursuant to the provisions of Section 224 and all other applicable provisions, if any, of the Companies Act, 1956, M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Das & Prasad, Chartered Accountants, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and is hereby authorised to fix their remuneration. | Mgmt. | NO | DNA | DN |
| Authority | SAIL IN | 6121499 | 9/20/2007 | New Delhi | To receive, consider and adopt the audited Profit & | Mgmt. | NO | DNA | DN |

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Loss Account for the year ended 31st March, 2007, the Balance Sheet as at that date and Directors and Auditors Reports thereon.

To appoint a Director in place of Dr. S.C. Jain, who retires by rotation and is eligible for re-appointment.

Mgmt.

NO

DNA

DN

To appoint a Director in place of Prof. R.P. Sengupta, who retires by rotation and is eligible for re-appointment.

Mgmt.

NO

DNA

DN

To appoint a Director in place of Dr. Velu Annamalai, who retires by rotation and is eligible for re-appointment.

Mgmt.

NO

DNA

DN

To appoint a Director in place of Shri Siddharth Kak, who retires by rotation and is eligible for re-appointment.

Mgmt.

NO

DNA

DN

To Fix the remuneration of the Auditors of the company appointed by the Comptroller & Auditor General of India for the year 2007-2008.

Mgmt.

NO

DNA

DN

To declare dividend for the financial year 2006-2007.

Mgmt.

NO

DNA

DN

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedo Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION: RESOLVED THAT Shri R. Ramaraju, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation. | Mgmt. | NO | DNA | DNA |
| | | | | To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION: RESOLVED THAT Prof. Javaid Akhtar who was appointed as an Additional director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a | Mgmt. | NO | DNA | DNA |

Director of the Company,
liable to retire by rotation, for
a period of three years from
the date of his initial
appointment i.e. with effect
from 22nd November, 2006.

To consider and, if thought fit,
to pass With or without
modification the following
resolution as an ORDINARY
RESOLUTION:

RESOLVED THAT Shri P.K.
Sengupta who was appointed
as an Additional Director of
the Company by the Board of
Directors under Section 260
of the Companies Act, 1956,
and who holds office upto the
date of this Annual General
Meeting and in respect of
whom the Company has
received a notice in writing
proposing his candidature for
the office of Director under
Section 257 of the Companies
Act, 1956, be and is thereby
appointed as a Director of the
Company, liable to retire by
rotation, for a period of three
years from the date of his
initial appointment i.e. with
effect from 22nd November,
2006.

Mgmt. NO DNA DNA

To consider and, if thought fit,
to pass with or without
modification the following
resolution as an ORDINARY
RESOLUTION:

RESOLVED THAT
Dr. Vinayshil Gautam who
was appointed as an
Additional Director of the
Company by the Board of
Directors under Section 260
of the Companies Act, 1956,
and who holds office upto the
date of this Annual General
Meeting and in respect of
whom the Company has
received a notice in writing
proposing his candidature for

Mgmt. NO DNA DNA

the office of Director under Section 257 of the Companies Act, 1956. be and Is hereby appointed as a Director of the Company, liable to retire by rotation, for a period of three years from the date of his initial appointment with effect from 22nd November, 2006.

To consider and, if thought fit, to pass With or without modification the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT Shri S. Bhattacharya, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Mgmt. NO DNA DNA

To consider and, if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT Shri S.S. Ahmed, who was appointed as an Additional Director of the Company by the Board of Directors under Section 260 of the Companies Act, 1956, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under

Mgmt. NO DNA DNA

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| | | | | | | | |
|---|---|----------------|--|-------|----|-----|-----|
| <p>Elecon Engineering Company Limited</p> | <p>B1FVBW3 ELCN IN IN 9/13/2007</p> | <p>Gujarat</p> | <p>Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.</p> | | | | |
| | | | <p>To receive,consider and adopt the Audited Balance Sheet as at 31 March 2007, Profit & Loss Account for the year ended on that date and the Report of Board of Directors and Auditors thereon;</p> | Mgmt. | NO | DNA | DNA |
| | | | <p>To declare Dividend on Equity Shares;</p> | Mgmt. | NO | DNA | DNA |
| | | | <p>To appoint a Director in place of Shri Upendra M. Patel,who retires by rotation and being eligible, offers h.imsself for reappointment;</p> | Mgmt. | NO | DNA | DNA |
| | | | <p>To appoint a Director In place of Shri Ashok J. Patel,who retires by rotation and being eligible, offers himself for reappointment;</p> | Mgmt. | NO | DNA | DNA |
| | | | <p>To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution: -RESOLVED THAT pursuant to the provisions of the Companies Act, 1956 and other applicable provisions, M/s. Thakorebhai Shirish Desai & Butala, Division of Thacker Butala Desai, Chartered Accountants, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at such remuneration plus Service tax at the applicable rate, from time to time, plus travelling and out-of-pocket expenses incurred by them for the purpose of audit of the</p> | Mgmt. | NO | DNA | DNA |

Company's accounts, exclusive of any remuneration, fees or charges payable to them for rendering any services that may be rendered by them to the Company from time to time other than in the capacity of Auditors as may be fixed by the Chairman and Managing Director of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: RESOLVED THAT in accordance with the provision of Section 293(1 He) and other applicable provisions if any, of the Companies Act, 1956 the Board of Directors of the Company be and is hereby authorised to contribute on behalf of the Company to charitable and other funds not directly relating to the business of the Company or welfare of its employees, any amount exceeding 5% of the average net profit of the Company as determined in accordance with the provisions of Section 349 and 350 of the Companies Act, 1956 during the three financial years immediately proceeding or Rs.10 Crores, whichever is higher.

Mgmt. NO DNA DNA

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:- RESOLVED THAT:

Mgmt. NO DNA DNA

(a) Pursuant to Provisions of Section 78, 81(1 A) and other applicable provisions, if any, of the Companies Act, 1956 and Article 181 of the Articles of Association of the

Company, and subject to the Guidelines issued by the Securities and Exchange Board of India, and other approvals as necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company to capitalize such amount, out of the Capitalisation of Reserve and Securities Premium Account of the Company, for issue of fully paid Bonus Shares of the face value of Rs.2/- each, to the holders of the existing Equity Shares of the Company, on such Record Date as may be fixed by the Board in this regard in the proportion of two new equity shares for every one equity share to which the shareholder is entitled.

(b) The bonus share shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect with and carry the same right as the existing equity share and shall be entitled to participate in full in any dividend declared after the allotment of bonus share.

(c) No letter of allotment shall be issued to the allottee to the bonus share instead, share certificate will be dispatched to the share holders who holds the existing equity share in physical form and the respective beneficiary account will be credited for the bonus share for shareholder who holds the existing equity shares in dematerialised/electronic form within reasonable period.

(d) In respect of fraction entitlement, the bonus share

shall be consolidated and allotted to any person appointed by the Board in trust, on the understanding that such person shall sell the bonus shares at such price or prices to such persons as they may deem fit as soon as practicable after the allotment of such bonus shares and pay to the Company the net sale proceeds (after deducting all expenses relating to such sell) which proceeds shall be distributed by the Company pro-rata amongst the shareholders entitled thereto.

(e) The Board of Directors (which shall include any Committee, the Board may constitute or any Director/Officer authorised by the Board for this purpose) be and is hereby authorised to settle all matters arising out of and incidental to the above mentioned issue of bonus equity shares and further take all actions as it may in its absolute discretion deem necessary to give effect to the resolution.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution: RESOLVED THAT in addition to the resolution passed under Section 81(1A) if any, pursuant to Section 81(1A) and any other applicable provisions of the Companies Act, 1956 and relevant provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company subject to any necessary approval, consent, permission

Mgmt.

NO

DNA

DNA

and/or sanction of the Government of India, Reserve Bank of India and any other appropriate authorities, institutions or bodies, and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, the Board of Directors of the Company and duly authorized Committee thereof; for the time being exercising the powers conferred on the Board by this Resolution be and is hereby authorized on behalf of the Company to issue and allot, in the course of domestic markets, equity shares/warrants/preference shares and/or any securities convertible into equity shares at the option of the Company and/or holder of the security and/or securities linked to equity shares any instruments or securities representing either equity shares or convertible securities (hereinafter referred to as Securities) subscribed in Indian currency(ies) through prospectus and/or offer letter and/or offering circular and/or book building scheme or any other documents as may be required, to Domestic Individuals or to Individuals and/or Trustees and/or Promoters and/or Stabilization Agents or otherwise (whether institutions and/or incorporated bodies whether incorporated in India or abroad and/or individuals or otherwise, and whether or not such investors are promoters/ shareholders/members of the Company), for an aggregate amount not exceeding Rs. 500

Crores, in addition to the amount for which approval has already been given earlier by the members, such issue and allotment to be made at such time or times, in such tranche or tranches, at such price or prices, at a discount or premium to market price or prices, through public issue, right issue and/or on a private placement and/or preferential allotment basis and/or in such manner as the Board may, in its discretion think fit, in consultation with the advisors, lead manager and Underwriters and otherwise on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Company Act, 1956, the Authorised Share Capital of the Company be increased and classified from Rs. 30,00,00,000 (Rupees Thirty Crores only) divided in to 15,00,00,000 (fifteen Crores) Equity Shares of Rs. 2/- (Rs. Two each) to Rs. 50,00,00,000 (Rupees Fifty Crores only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) equity shares of Rs 2/- each and 2,50,00,000 (Two Crores Fifty Lacs) Cumulative Redeemable Preference Shares of Rs. 2/- each.

Mgmt.

NO

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DNA

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedo Meeting Date</i> | <i>Shareholder of Meeting</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------------------|-------------------------------|----------------------------|---|--|---|--------------------|---------------------------------------|
| | | | | | <p>To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution;</p> <p>RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause:-</p> <p>V. The Authorized Share Capital of the Company is Rs.50,00,00,000 (Rupees Fifty Crores only) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) equity shares of Rs. 2/- each and 2,50,00,000 (Two Crores Fifty Lacs) Cumulative Redeemable Preference Shares of Rs.2/- each with power to increase or reduce the capital for the time being into several classes and to attached thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify and abrogate any such rights, privileges or conditions in such manner as may be for the time being approved by the regulations of the Company and the Statutory provisions of the Company, if any.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To consider and, if thought fit to pass the following resolution as an Special Resolution</p> <p>RESOLVED THAT the</p> | Mgmt. | NO | DNA | DNA |

existing Article of 4 of the Articles of Association of the Company be and is hereby substituted by the following new Article:

The Authorized Share Capital of the Company is Rs.50,00,00,000 (Rupees Fifty Crores) divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs) equity shares of Rs.2/- each and 2,50,00,000 (Two Crores Fifty Lacs) Cumulative Redeemable Preference Shares of Rs.2/- each with power to increase or reduce the capital for the time being into several classes and to attached thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify and abrogate any such rights, privileges or conditions in such manner as may be for the time being approved by the regulations of the Company and the Statutory provisions of the Company, if any.

To receive, consider and adopt the Audited Balance Sheet as at March 31,2007 and the Profit & Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.

To declare dividend on Preference Shares as well as on Equity Shares of the Company.

To appoint a Director in place of Mr. M.I. Kalra, who retires by rotation, and being eligible, offers himself for re-appointment.

| | | | | | | | | | |
|---------------------|------------|---------|-----------|--------|---|-------|----|-----|-----|
| Panacea Biotec Ltd. | PNCB IN IN | 6589075 | 9/29/2007 | Punjab | and the Profit & Loss Account for the year ended on that date and the reports of Directors and Auditors thereon. | Mgmt. | NO | DNA | DNA |
| | | | | | To declare dividend on Preference Shares as well as on Equity Shares of the Company. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Mr. M.I. Kalra, who retires by rotation, and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DNA |
| | | | | | | Mgmt. | NO | DNA | DNA |

To appoint a Director in place of Mr. K.M.lal, who retires by rotation, and being eligible, offers himself for re-appointment.

To appoint a Director in place of Mr. Gurmeet Singh, who retires by rotation, and being eligible, offers himself for re-appointment.

Mgmt. NO DNA DNA

To appoint Mis. S. R. Batliboi & Co.,Chartered Accountants, the retiring auditors as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Mgmt. NO DNA DNA

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

Mgmt. NO DNA DNA

RESOLVED THAT pursuant to the provisions of Section 198,269, 309,310 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the Act), read with Schedule XIII to the Act and pursuant to Article 115 ofthe Articles of Association of the Company, the consent of the Company be and is hereby accorded to the change in terms of remuneration payable to Mr. Sumit Jain, Whole-time Director designated as Director (Operations & Projects) of the Company and the remuneration, as set out below, be paid to him for the remainder of the tenure of his term, w.eJ. 1st April, 2007:

Salary: Minimum Rs.
2,25,000/- per month subject
to a maximum of
Rs.4,50,000/-per month with
liberty to the Board to review
and set the level from time to
time.

To consider and if thought fit,
to pass with or without
modification(s), the following
resolution as an ORDINARY
RESOLUTION:

RESOLVED THAT pursuant
to the provisions of
Section 198, 269,309,310 and
other applicable provisions, if
any, of the Companies Act,
1956 (including any statutory
modification(s) or
re-enactment thereof for the
time being in force)

(hereinafter referred to as the
Act), read with Schedule XIII
to the Act, the consent of the
Company be and is hereby
accorded to the increase in
remuneration payable to
Mr. Soshil Kumar Jain,
Whole-time Director
designated as Chairman,
Mr. Ravinder Jain, Managing
Director, Mr. Rajesh Jain,
Joint Managing Director and
Mr. Sandeep Jain, Joint
Managing Director of the
Company, by way of payment
of commission @ 2% each of
the profits of the Company for
the year 2006-07, computed in
the manner laid down in
section 349 and 350 of the
Companies Act, 1956, over
and above the remuneration
payable to each one of them
as per the approval of
Shareholders in their Annual
General Meeting held on 30th
September, 2006.

Mgmt.

NO

DNA

DNA

To consider and if thought fit,
to pass with or without
modification(s), the following

Mgmt.

NO

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resolution as an ORDINARY
RESOLUTION:

RESOLVED THAT pursuant
to the provisions of
Section 198, 269,309,310 and
other applicable provisions, if
any, of the Companies Act,
1956 (including any statutory
modification(s) or
re-enactment thereof for the
time being in force)

(hereinafter referred to as the
Act), read with Schedule XIII
to the Act, the consent of the
Company be and is hereby
accorded to the increase in
remuneration payable to
Mr. Soshil Kumar Jain,
Whole-time Director
designated as Chairman,
Mr. Ravinder Jain, Managing
Director, Mr. Rajesh Jain,
Joint Managing Director and
Mr. Sandeep Jain, Joint
Managing Director of the
Company, by way of payment
of commission @ upto 2%
each of the profits of the
company for the year 2007-08
onwards, computed in the
manner laid down in section
349 and 350 of the Companies
Act, 1956, as may be decided
by the Board from time to
time, over and above the
remuneration payable to each
one of them as per the
approval of Shareholders in
their Annual General Meeting
held on 30th September, 2006.

To consider and if thought fit,
to pass with or without
modification(s), the following
resolution as a SPECIAL

RESOLUTION:

RESOLVED THAT pursuant
to the provisions of
Section 314 and other
applicable provisions, if any,
of the Companies Act, 1956
(including any statutory

Mgmt.

NO

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modificationTs) or re-enactment thereof for the time being in force) and subject to the approval of Central Government, Mr. Shagun Jain (son-in-law of Mr. Ravinder Jain, Managing Director of the Company), who is presently acting as Manager (Systems) of the Company, be and is hereby appointed to hold an office of profit under the Company as Deputy General Manager Systems and the remuneration as set out below, be paid to him w.ef. 1st April, 2007:

a) Salary Rs.75,000p.m. (in the pay scale of Rs.75,000-15,000 1,35,000).

b) Perquisites and allowances To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL

Mgmt.

NO

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RESOLUTION:
RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government, Ms. Radhika Jain, aged about 22 years who is the grand-daughter, daughter and sister, respectively of Mr. Soshil Kumar Jain, Chairman, Mr. Ravinder Jain, Managing Director and Mr. Sumit Jain, Whole-time Director and also related to Mr. Rajesh Jain, Joint Managing Director and Mr. Sandeep Jain, Joint Managing Director of the

Company, who is presently acting as the Scientific Officer be and is hereby appointed to hold an office of profit under the Company as Sr. Manager and the remuneration as set out below, be paid to her w.ef.

1st April, 2007:

a) Basic salary Rs.35,000per month. (in the grade of Rs.35,000 7,000 63,000)

b) Perquisites and allowances To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL

RESOLUTION:

RESOLVED THAT pursuant

to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 19S6 (including any statutory

modification(s) or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded for the payment of the following remuneration to Ms. Shilpy

Jain (who is wife of Mr. Sumit Jain, Director (Operations & Projects) and related to Mr. Soshil Kumar Jain, Chairman, Mr. Ravinder Jain, Managing Director, Mr. Rajesh Jain, Joint Managing Director and Mr. Sandeep Jain, Joint Managing Director of the Company) who is presently acting as Manager Food & Beverages of the Company, w.ef. 1st April, 2007:

a) Basic salary Rs.22,500 per month.

b) Perquisites and allowances To receive consider and adopt the Profit & Loss Account for the year ended on 31st March, 2007 and the Balance Sheet as

Mgmt.

NO

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DNA

Oil and Natural Gas Corporation Limited

ONGC/139362/19/2007
IN IN

New Delhi

Mgmt.

NO

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DNA

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at that date and the Reports of the Board of Directors and Auditors thereon along with review of Comptroller & Auditor General of India.

To confirm interim dividend and declare that dividend. Mgmt. NO DNA DNA

To appoint a Director in place of Shri S. Sundareshap, who retires by rotation and being eligible, offers himself for re-appointment. Mgmt. NO DNA DNA

To appoint a Director in place of Shri A. K. Hazarika, who retires by rotation and being eligible, offers himself for re-appointment. Mgmt. NO DNA DNA

To appoint a Director in place of Shri N. K Mitra, who retires by rotation and being eligible, offers himself for re-appointment. Mgmt. NO DNA DNA

To appoint a Director in place of Shri D.K. Pande, who retires by rotation and being eligible, offers himself for re-appointment. Mgmt. NO DNA DNA

To fix remuneration of the Auditors. To receive. consider and adopt the audited Balance Sheet as at 31st March. 2007 the Profit and Loss Account for the year ended on that date along with the Schedules and the Reports of the Directors and Auditors thereon.

To declare dividend on the Equity Shares. Mgmt. YES FOR FOR

To appoint a Director in place of Mr. Timothy Leif Walton Eynon. who retires by rotation and being eligible. offers himself for re-appointment. Mgmt. YES FOR FOR

To appoint a Director in place of Mr. Shahid Balwa, who retires by rotation and being eligible. offers himself for re-appointment. Mgmt. YES FOR FOR

To appoint a Director in place of Mr. Rakesh Jhunjunwal a, who retires by rotation and Mgmt. YES FOR FOR

Provogue (India) Limited
 B0D0DK7
 PROV IN IN 9/14/2007 Mumbai

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|--|-------|-----|-----|-----|
| being eligible. offers himself for re-appointment. To appoint a Director in place of Mr. Surendra Hiranandani. who retires by rotation and being eligible offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| To re-appoint M/s. Singrodia Goyal & Co., Chartered Accountants as Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. | Mgmt. | YES | FOR | FOR |

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | | <p>To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution: -RESOLVED THAT pursuant to the provisions of Sections 198,269,309,310 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, as amended, and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005, consent of the shareholders be and is hereby accorded for the increase in the Salary of Mr. Nikhil Chaturvedi, Managing Director of the Company from the existing Salary of Rs, 1.50.000 per month to a Salary Grade of Rs. 2.00.000- Rs. 6.00.000 per month with effect from 1st April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure.-</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Sections 198, 269,309, 310</p> | Mgmt. | YES | FOR | FOR |

and all other applicable provisions if any of the Companies Act, 1956 read with Schedule XIII.as amended. and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005, consent of the shareholders be and is hereby accorded for the increase in the Salary of Mr. Sam Chaturvedi, Whole time Director ofthe Company from the existing Salary of Rs. 1,00,000 per month to a salary grade of Rs.1,50,000-Rs.3,00,000 per month with effect from 1st April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure. To consider and if thought fit; to pass with or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Sections 198.269, 309, 310 and all other applicable provisions. if any, of the Companies Act. 1956 read with Schedule XIII. as amended. and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005. consent of the shareholders be and is hereby accorded for the increase in the Salary of Mr. Deep Gupta, Whole time Director of the Company from the existing Salary of Rs. 1,00,000 per

| | | | |
|-------|-----|-----|-----|
| Mgmt. | YES | FOR | FOR |
|-------|-----|-----|-----|

month to a salary grade of Rs. 1,50,000-Rs. 3,00,000 per month with effect from 1st April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure. To consider and if thought fit, to pass with or without modifications. the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Sections 198. 269,309,310 and all other applicable provisions. if any, of the Companies Act, 1956 read with Schedule XIII.as amended, and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005, consent of the shareholders be and is hereby accorded for the increase in the Salary of Mr. Rakesh Rawat. Whole time Director of the Company from the existing Salary of Rs.1,00,000 per month to a salary grade of Rs.1,50,000-Rs. 3,00,000 per month with effect from 1 April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure.- To consider and if thought fit, to pass with or without modifications. the following resolution as an Ordinary

Mgmt. YES FOR FOR

Mgmt. YES FOR FOR

Resolution:

-RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, as amended, and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005, consent of the shareholders be and is hereby accorded for the increase in the Salary of Mr. Akhil Chaturvedi, Whole time Director of the Company from the existing Salary of Rs. 1,00,000 per month to a salary grade of Rs. 1,50,000 Rs. 3,00,000 per month with effect from 1 April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary

Mgmt. YES FOR FOR

Resolution:

-RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and all other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, as amended, and in modification to the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005, consent of the shareholders be and is hereby accorded for the

increase in the Salary of Mr. Nigam Patel. Whole time Director of the Company from the existing Salary of Rs. 1,00,000 per month to a salary grade of Rs. 1,50,000 Rs. 3,00,000 per month with effect from 1 April 2007 for the residual period of his tenure and other terms of appointment as set out in the resolution passed by the members at the Extra Ordinary General Meeting held on 15th March 2005 will remain the same for the residual period of his tenure: To consider and if thought fit. to pass with or without modifications. the following resolution as a Special

Mgmt.

YES

FOR

FOR

Resolution:
 -RESOLVED THAT pursuant to the provisions of Section 81(1 A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the regulations/guidelines prescribed by Securities and Exchange Board of India i.e. SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, as may be required, and subject to such conditions as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, the

Board of Directors of the Company (hereinafter referred to as -the Board-, which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company, to introduce, create, offer, issue, accept and allot, to or for the benefit of such person(s) as are in the permanent employment of the Company and the Directors (including the whole-time Directors) of the Company, at any time, equity shares of the Company and/or warrants (whether attached to any security or not) with an option exercisable by the warrant-holder to subscribe for equity shares/ equity linked securities and/or bonds, debentures, preference shares or other securities convertible into equity shares at such price, in such manner, during such period and on such terms and conditions as the Board may decide prior to the issue and offer thereof, for, or which upon exercise or conversion could give rise to the issue of a number of equity shares not exceeding in aggregate one per cent of the aggregate of the number of issued equity shares of the Company, from time to time, on the date(s) of the grant of option(s) under -Provogue- Employee Stock Option Scheme 2007 (ESOS). To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2007 and the Profit & Loss Account for the

B.L. KASH IN B0ZBSB4 9/21/2007
 ashya IN
 c Sons
 Ltd.

New
 Delhi

Mgmt.

NO

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|---|-------|----|-----|-----|
| <p>year ended on that date together with the reports of the Directors and Auditors thereon.</p> | | | | |
| <p>To declare a dividend on equity shares.</p> | Mgmt. | NO | DNA | DNA |
| <p>To appoint a Director in the place of Mr. Vinod Kashyap who retires by rotation and being eligible, offers himself for re-appointment.</p> | Mgmt. | NO | DNA | DNA |
| <p>To appoint a Director in the place of Mr. Vineet Kashyap who retires by rotation and being eligible, offers himself for re-appointment.</p> | Mgmt. | NO | DNA | DNA |
| <p>To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mis Sood Brij & Associates, Chartered Accountants be and is hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration and out of pocket expenses as shall be fixed by the Board of Directors.</p> | Mgmt. | NO | DNA | DNA |
| <p>To consider and if thought fit, to pass, with or without modification (s), the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to Article 5 of the Articles of</p> | Mgmt. | NO | DNA | DNA |

Association of the Company, consent of the Company be and is hereby accorded for sub-division of One Equity Share of the Company having face value of Rs. 10/-(Ten) into 2 (Two) Equity Shares of the face value of RS.5/- (Five) each.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special

Resolution:

RESOLVED THAT pursuant to Section 94 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby altered by deleting the same and inserting thereof the following:

V. The Authorised Share Capital of the Company is RS.15,00,00,000/- (Rupees Fifteen Crores) divided into 3,00,00,000 (Three Crores) Equity Shares of RS.5/- (Rupees Five) each.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary

Resolution:

RESOLVED THAT Pursuant to the recommendation of Remuneration Committee and in accordance with the provisions of Sections 198, 269, 309, 310 & 311, Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby accorded to the re-appointment of Mr. Vinod Kashyap as Chairman and Whole Time Director of the

Mgmt.

NO

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DNA

Mgmt.

NO

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DNA

Company for a period of 5 years w.e.f. 1st April, 2007 on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed hereto. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary

Resolution:

RESOLVED THAT Pursuant to the recommendation of Remuneration Committee and in accordance with the provisions of Sections 198, 269, 309, 310 & 311, Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby accorded to the re-appointment of Mr. Vineet Kashyap as Managing Director of the Company for a period of 5 years w.e.f. 1st April, 2007 on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed hereto.

Mgmt.

NO

DNA

DNA

To consider and if thought fit, to pass, with or without modification(s); the following resolution as an Ordinary

Resolution:

RESOLVED THAT Pursuant to the recommendation of Remuneration Committee and in accordance with the provisions of Sections 198, 269, 309, 310 & 311, Schedule XIII, and other applicable provisions, if any, of the Companies Act, 1956, approval of the Company be and is hereby accorded to the re-appointment of Mr. Vikram Kashyap as Joint Managing Director and Whole Time Director of the Company for a

Mgmt.

NO

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period of 5 years w.e.f. 1st
April, 2007 on a remuneration
and such other terms and
conditions as set out in the
Explanatory Statement
annexed hereto.

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Manager</i> |
|---|---------------------------------------|--------------|---|------------------------------------|--|--|---|------------------------|--|
| | | | | | <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:</p> <p>RESOLVED THAT in supersession of the resolution passed for borrowing powers given to the Board by the Company at its Extraordinary General Meeting held on 10th November, 2004, pursuant to clause (e/) of sub-section (1) of section 293 and all other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors for borrowing for and on behalf of the Company, from time to time, any sum or sums of moneys, notwithstanding that the moneys to be borrowed will together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) for the time being may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, but so that total amount upto which moneys to be so borrowed under the said clause (e/) of sub-section (1) of section 293 shall not at any time exceed</p> | Mgmt. | NO | DNA | DNA |

Rs. 600 Crores (Rupees Six Hundred Crores).

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

Mgmt.

NO

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RESOLVED THAT in supersession of the resolution passed by the Members at the Extra Ordinary General Meeting held on Jth March, 2006 , pursuant to the provisions of section 372A and all other applicable provisions, if any, of the Companies Act, 1956 and subject to such consents, sanctions, permissions and approvals of appropriate authorities, departments or bodies as may be necessary in that behalf, consent of the Company be and is hereby accorded to the Board of Directors (The Board) of the Company to make/give from time to time any loan(s)/ revolving loans/advances/deposits to any other body corporate/to make investments/to acquire by way of subscription, purchase or otherwise the securities of any other body corporate and to give any guarantee and/or provide any security including by way of pledge of shares or other securities held by the Company in any other body corporate in connection with a loan made by any other person to or to any other person by, any body corporate from time to time upto a limit not exceeding Rs.600 Crores (Rupees Six Hundred Crores) notwithstanding that the aggregate of the loans, guarantee or securities so far

given or to be given and / or securities so far acquired or to be acquired in all bodies corporate may exceed the limits prescribed under the said section.

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions of the Companies Act,1956 or any amendment or substitution thereof and subject to the approval of the Central Government, if any, required, the Company hereby approves the appointment of Ms. Shruti Choudhari, a relative of Mr. Vineet Kashyap, Managing Director of the Company on a monthly salary not exceeding Rs. 3,00,000/-, which is specifically approved with authority to the Board of Directors, including committee(s) thereof, to alter and / or vary the terms and conditions of the said appointment within limits, if any, prescribed in the Act, and / or schedules thereto.

Mgmt.

NO

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DNA

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions of the Companies Act,1956 or any amendment or substitution thereof and subject to the approval of the Central Government, if any required, the Company hereby approves

Mgmt.

NO

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DNA

an increment upto Rs. 3,00,000/- in the salary of Ms. Malini Kashyap, a relative of Mr. Vinod Kashyap, Chairman of the Company, which is specifically approved with authority to the Board of Directors, including committee(s) thereof, to alter and / or vary the terms and conditions of the said increment within limits, if any, prescribed in the Act, and / or schedules thereto.

To consider and if deemed fit, to pass; with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions of the Companies Act, 1956 or any amendment or substitution thereof and subject to the approval of the Central Government, if any, required, the Company hereby approves an increment upto Rs.

3,00,000/- in the salary of Mr. Saurabh Kashyap, a relative of Mr. Vineet Kashyap, Managing Director of the Company, which is specifically approved with authority to the Board of Directors, including committee(s) thereof, to alter and / or vary the terms and conditions of the said appointment within limits, if any, prescribed in the Act, and / or schedules thereto.

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a Special Resolution RESOLVED THAT consent of the

Mgmt.

NO

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Mgmt.

NO

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DNA

| | | | | | | | | | |
|---------------------------|---------|---------------|-----------|--------------|--|-------|----|-----|-----|
| KEI dustries imited | KEII IN | B1L9PJ6 IN | 9/13/2007 | New Delhi | <p>Company be and is hereby accorded to the Board of Directors (The Board) that Rs. 1500 Lakhs, which was earmarked for the procurement of Land & Building in the Prospectus, remaining un utilized be utilize for Long Term Working Capital requirements and General Corporate Purpose.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To receive, consider and adopt the audited Profit & Loss Account for the year ended 31st March 2007 and Balance Sheet as at that date and the report of the Board of Directors and the Auditors of the Company thereon.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To consider and approve dividend @ 25% for the year ended March 31, 2007.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To appoint a Director in place of Mr. Pawan Bholusaria who retires by rotation and being eligible offers himself for reappointment.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To appoint a Director in place of Mr. K.G. Somani who retires by rotation and being eligible offers himself for reappointment.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To appoint Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION: RESOLVED THAT M/s. JAGDISH CHAND & CO., Chartered Accountants, New Delhi be and are hereby appointed auditors of the company from the conclusion</p> | Mgmt. | NO | DNA | DNA |

of this Annual General Meeting of the company until the conclusion of the next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors of the Company .

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as SPECIAL

RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the said Act, and subject to other approvals as may be necessary, the members of the

Mgmt.

NO

DNA

DNA

Company hereby accord its approval for the revision in the terms & conditions of appointment of Mr. Rajeev Gupta as Executive Director (Finance) w.e.f. 01/04/ 2007.

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as SPECIAL

RESOLUTION:

RESOLVED THAT pursuant to the provisions of the Companies Act, 1956, Securities Contracts

Mgmt.

NO

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DNA

(Regulation) Act, 1956, SEBI (De-listing of Securities) Guidelines, 2003; Listing Agreements (including any statutory modifications or reenactment thereof for the time being in force and as may be enacted hereinafter) and other applicable laws, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be

| | | | | | | | | | |
|--|---------|---------------|-----------|---------|--|-------|----|-----|-----|
| SREI Infrastructure Finance Limited | SREI IN | 6296212 IN | 9/25/2007 | Kolkata | necessary and such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board), consent of the Company be and is hereby accorded to the Board to De-list the Equity shares of the company from The Delhi Stock Exchange Association Limited & The Calcutta Stock Exchange Association Limited at one time or from time to time. | Mgmt. | NO | DNA | DNA |
| | | | | | To receive, consider and adopt the Profit and Loss Account for the financial year ended 31st March, 2007, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon. | | | | |
| | | | | | To declare dividend on the Equity Shares of the Company. | | | | |
| | | | | | To elect a Director in place of Mr. Salil K. Gupta who retires by rotation and being eligible, offers himself for re-election. | | | | |
| | | | | | To elect a Director in place of Mr. M. S. Verma who retires by rotation and being eligible, offers himself for re-election. | | | | |
| | | | | | To elect a Director in place of Mr. R. Sankaran who retires by rotation and being eligible, offers himself for re-election. | | | | |
| To re-appoint Mis. Deloitte Haskins & Sells, Chartered Accountants, Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on a remuneration to be fixed by | Mgmt. | NO | DNA | DNA | | | | | |

the Board of Directors.
 To consider and if thought fit,
 to pass,with or without
 modification(s), the following
 resolution as an Ordinary

Resolution:

RESOLVED THAT a.notice
 in writing having been
 received from a Member of
 the Company under
 Section 257 of the Companies
 Act, 1956, signifying his
 intention to propose Mr. S.
 Chatterjee for the office of
 Director, Mr. S. Chatterjee
 who was appointed as an
 Additional Director of the
 Company and holds office till
 the conclusion of this Annual
 General Meeting be and is
 hereby appointed as Director
 of the Company, liable to
 retirement by rotation.

Mgmt.

NO

DNA

DNA

To consider and if thought fit,
 to pass,with or without
 modification(s), the following
 resolution as an Ordinary

Resolution:

RESOLVED THAT pursuant
 to the provisions of
 Sections 269, 309, 311 and all
 other applicable provisions, if
 any, of the Companies Act,
 1956, including Schedule XIII
 to the Companies Act, 1956 as
 amended up to date, consent
 of the Company be and is
 hereby accorded to the
 appointment of and the
 remuneration and perquisites
 being paid or granted to
 Mr. Shyamalendu Chatterjee
 as Whole-time Director of the
 Company for a period of 3
 (three) years on and from 16th
 May, 2007, that is to say,from
 16th May, 2007 to 15th May,
 2010, on the remuneration and
 other terms and conditions
 mentioned herein below and
 as set out in the draft

Mgmt.

NO

DNA

DNA

Agreement to be entered into between the Company and Mr. Shyamalendu Chatterjee, a copy whereof initialled by the Chairman for the purposes of identification has been placed before this meeting, which Agreement is hereby specifically approved with liberty to the Board of Directors to increase, reduce, alter or vary the terms of remuneration and perquisites including monetary value thereof as set out in the Agreement, at any time(s) and from time to time and in such manner as the Board of Directors may deem fit To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary

Resolution:

RESOLVED THAT pursuant to the provisions of Section 269, 309, 311 and all other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII to the Companies Act, 1956 as amended up to date, consent of the Company be and is hereby accorded.

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|---------------------------------------|--------------|---|------------------------------------|--|--|---|------------------------|---|
| | | | | | to the re-appointment of Mr. Hemant Kanorla as Vice Chairman & Managing Director of the Company for a further period of 3 (three) years on and from 7th May, 2007, that is to say, from 7th May, 2007 to 6th May, 2010 on the remuneration and other terms and conditions. mentioned herein below and as set out in the draft Agreement to be entered into between the Company and Mr. Hemant Kanoria, a copy whereof initialled by the Chairman for the purposes of identification has been placed before this meeting, which Agreement is hereby specifically approved with liberty to the Board of Directors. to Increase, reduce, alter or vary the terms of remuneration and perquisites Including monetary value thereof as set out in the Agreement, at any time(s) and from time to time and in such manner as the Board of Directors may deem fit | Mgmt. | NO | DNA | DNA |
| | | | | | To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Section 269, 309, 311 and all other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII to the Companies Act, 1956 as amended up to date, consent | Mgmt. | NO | DNA | DNA |

of the Company be and is hereby accorded to the re-appointment of Mr. Prasad Kumar Pandey as Whole time Director of the Company for a further period of 3 (three) years on and from 23rd June, 2007, that is to say, from 23rd June, 2007 to 22nd June, 2010 on the remuneration and other terms and conditions mentioned herein below and as set out in the draft Agreement to be entered into between the Company and Mr. Prasad Kumar Pandey, a copy whereof initialled by the Chairman for the purposes of identification has been placed before this meeting, which Agreement is hereby specifically approved with liberty to the Board of Directors to increase, reduce, alter or vary the terms of remuneration and perquisites including monetary value thereof as set out in the Agreement, at any time(s) and from time to time and in such manner as the Board of Directors may deem fit

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 269, 309, 311 and all other applicable provisions, if any, of the Companies Act, 1956, including Schedule XIII to the Companies Act, 1956 as amended up to date, consent of the Company be and is hereby accorded to the re-appointment of Mr. Kishore Kumar Mohanty as Whole time Director of the

Mgmt.

NO

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DNA

Company for a further period of 3 (three) years on and from 23rd June, 2007, that is to say, from 23rd June, 2007 to 22nd June, 2010 on the remuneration and other terms and conditions mentioned herein below and as set out in the draft Agreement to be entered into between the Company and Mr. Kishore Kumar Mohanty, a copy whereof/initialed by the Chairman for the purposes of identification has been placed before this meeting, which Agreement is hereby specifically approved with liberty to the Board of Directors to increase, reduce, alter or vary the terms of remuneration and perquisites including monetary value thereof asset out in the Agreement, at any timers) and from time to time and in such manner as the Board of Directors may deem fit To consider and if thought fit, to pass,with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT subject to the provisions of Section 314 and other applicable provisions, if any, ofthe Companies Act, 1956 and such other approvals as may be necessary, consent of the Company be and is hereby accorded to the holding of an office or place of profit by Mr. K. K. Mohanty, Wt)oletime Director of the Company in SREllnsurance Services Limited, subsidiary of the Company, on such terms as may be approved by the Board of Directors of the said subsidiary Company.

Mgmt.

NO

DNA

DNA

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| | | | | | | | | | |
|-------------------------------------|------------|---------------|-----------|--------------|--|-------|----|-----|-----|
| Crew O.S. Products limited | CREW IN | B030619 IN | 9/17/2007 | New Delhi | To receive, consider and adopt the Audited Balance Sheet as at March 31, 2007 and the Profit and Loss Account for the year ended on that date together with the reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA | DNA |
| | | | | | To confirm the Interim Dividend already paid and to declare Final Dividend for the financial year ended 31st March, 2007. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Mr. Naveen Ganzu, who retires by rotation and, being eligible, offers himself for reappointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint M/s Anil K. Goyal & Associates, Chartered Accountants, New Delhi as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. | Mgmt. | NO | DNA | DNA |
| | | | | | To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mr Gautam Nair, who was appointed as an Additional Director by the Board of Directors of the Company at its Meeting with effect from December 15, 2006 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received the Notices from the members under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, | Mgmt. | NO | DNA | DNA |

| | | | | | | | | | |
|----------------------------|-----------------|-------------------|------------------|------------------|--|--------------|-----------|------------|------------|
| <p>Real Estate Limited</p> | <p>IBREL IN</p> | <p>B1TRMQ8 IN</p> | <p>9/17/2007</p> | <p>New Delhi</p> | <p>liable to retire by rotation. To receive, consider and adopt the audited Balance Sheet as at 31st March 2007 and the Profit and Loss Account for the period ended on that date together with the Reports of the Directors and Auditors thereon.</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DNA</p> |
| | | | | | <p>To appoint Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration by passing the following ordinary resolution in this regard: RESOLVED THAT M/s Ajay Sardana Associates, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company .</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DNA</p> |
| | | | | | <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT, Mr. Sameer Gehlaut, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DNA</p> |
| | | | | | <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT, Mr. Rajiv Rattan, be and is hereby appointed as a Director</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DNA</p> |

of the Company, not liable to retire by rotation.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary

Resolution:

RESOLVED THAT,

Mr. Saurabh Mittal, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary

Resolution:

RESOLVED THAT,

Mr. Aishwarya Katoch, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary

Resolution:

RESOLVED THAT,

Mr. Karan Singh, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary

Resolution:

RESOLVED THAT,

Mr. Shamsher Singh, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary

Resolution:

RESOLVED THAT,

Mr. Prem Prakash Mirdha, be and is hereby appointed as a Director of the Company,

Mgmt.

NO

DNA

DNA

Mgmt.

NO

DNA

DNA

Mgmt.

NO

DNA

DNA

Mgmt.

NO

DNA

DNA

Mgmt.

NO

DNA

DNA

liable to retire by rotation.
To consider and if thought fit,
to pass with or without
modification(s), the following
resolution as an Ordinary

Resolution:
RESOLVED THAT, Brig.
Labh Singh Sitara, be and is
hereby appointed as a Director
of the Company, liable to
retire by rotation.

Mgmt.

NO

DNA

DNA

To consider and if thought fit,
to pass with or without
modification(s), the following
resolution as an Ordinary

Resolution:
RESOLVED THAT,
Mr. Narendra Gehlaut, be and
is hereby appointed as a
Director of the Company,
liable to retire by rotation.

Mgmt.

NO

DNA

DNA

To consider and if thought fit,
to pass with or without
modification(s), the following
resolution as an Ordinary

Resolution:
RESOLVED THAT,
Mr. Vipul Bansal, be and is
hereby appointed as a Director
of the Company, liable to
retire by rotation.

Mgmt.

NO

DNA

DNA

To consider and if thought fit,
to pass with or without
modification(s), the following
resolution as a Special

Resolution:
RESOLVED THAT pursuant
to the provisions of
INDIABULLS REAL
ESTATE LIMITED
Registered Office : F-60,
Malhotra Building, 2nd Floor,
Connaught Place, New Delhi
110 001 2 Sections 198, 269,
309, 310 and other applicable
provisions, if any, of the
Companies Act, 1956 (Act)
and Schedule XIII to the Act
(including any statutory
modification(s) or
re-enactment of the Act, for

Mgmt.

NO

DNA

DNA

the time being in force),
consent of the Company, be
and is hereby accorded to the
appointment of Mr. Narendra
Gehlaut as its Joint Managing
Director for a period of three
years, with effect from 9th
January 2007, upto a
remuneration of Rs. 2.00
crores per annum along with
the benefit of Earned and
Medical leave, Leave
encashment and Gratuity as
per the Company Rules,
w.e.f. 1st April, 2007, so
however that the actual
remuneration, payable to
Mr. Gehlaut during his tenure,
shall be as recommended by
the Remuneration Committee
and approved by the Board,
within the said overall limit.

To consider and if thought fit,
to pass with or without
modification(s), the following
resolution as a Special

Mgmt.

NO

DNA

DNA

Resolution:

RESOLVED THAT pursuant
to the provisions of
Sections 198, 269, 309, 310
and other applicable
provisions, if any, of the
Companies Act, 1956 (Act)
and Schedule XIII to the Act
(including any statutory
modification(s) or
re-enactment of the Act, for
the time being in force),
consent of the Company, be
and is hereby accorded to the
appointment of Mr. Vipul
Bansal as its Joint Managing
Director for a period of three
years, with effect from 9th
January 2007, upto a
remuneration of Rs. 2.00
crores per annum along with
the benefit of Earned and
Medical leave, Leave
encashment and Gratuity as
per the Company Rules, so

however that the actual remuneration, payable to Mr. Bansal during his tenure, shall be as recommended by the Remuneration Committee and approved by the Board, within the said overall limit.

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manag</i> |
|---|---------------------------------------|--------------|---|------------------------------------|---|--|---|------------------------|---------------------------------|
| | | | | | To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOVED THAT in accordance with the provisions of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, in respect of the Options granted by the Company to its employees, consent of the Company be and is hereby accorded to the proposed amendment to Clause 3.23 of the existing stock option scheme of the Company Indiabulls Real Estate Limited Employees Stock Option Scheme 2006 , which shall henceforth read as under: 3.23 Vesting Schedule means the Schedule for vesting of the Options granted to the Employees under this Scheme. The vesting period for options granted under this Scheme shall start from November 1, 2007. | Mgmt. | NO | DNA | DN |
| | | | | | To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOVED THAT in accordance with the provisions of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, in respect of the Options granted by the Company to employees of its | Mgmt. | NO | DNA | DN |

subsidiary companies, consent of the Company be and is hereby accorded to the proposed amendment to Clause 3.23 of the existing stock option scheme of the Company Indiabulls Real Estate Limited Employees Stock Option Scheme 2006 , which shall henceforth read as under: 3.23 Vesting Schedule means the Schedule for vesting of the Options granted to the Employees under this Scheme. The vesting period for options granted under this Scheme shall start from November 1, 2007.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

RESOVED THAT in accordance with the provisions of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, in respect of such employees who had been granted Options equal to or in excess of 1% of the issued capital of the Company, consent of the Company be and is hereby accorded to the proposed amendment to Clause 3.23 of the existing stock option scheme of the Company Indiabulls Real Estate Limited Employees Stock Option Scheme 2006 , which shall henceforth read as under: 3.23 Vesting Schedule means the Schedule for vesting of the Options granted to the Employees under this Scheme. The vesting period for options granted under this Scheme shall start from November 1, 2007.

Mgmt.

NO

DNA

DN

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| | | | | | | | | | |
|-----------------------------------|--------|---------------|-----------|--------|--|-------|-----|-----|----|
| Software Communications Ltd | UTV IN | B06CRH5 IN | 9/25/2007 | Mumbai | To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2007 and the Profit and Loss Account for the financial year ended on that date and Reports of Directors and Auditors thereon. | Mgmt. | YES | FOR | FO |
| | | | | | To confirm the Interim Dividend of Rs. 2.50 per equity share of Rs. 10/- each paid during the year. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. Darius Shroff, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. Suketu Shah, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint Mis. Price Waterhouse & Co., Chartered Accountants, Mumbai as Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the next Annual General meeting and to authorise the Board of Directors to fix their remuneration. | Mgmt. | YES | FOR | FO |
| | | | | | To consider and, if thought fit, to pass with or without modification(s). the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to Section 94 and all other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be increased from Rs. 26,00,00,000/- (Rupees Twenty ,Six Crores) to Rs. 36,00,00,000/- (Rupees Thirty Six Crores) consisting of 3,60,00,000 (Three Crores and Sixty lacs) Equity Shares of RS.10/- each. | Mgmt. | YES | FOR | FO |

To consider and, if thought fit, to pass with or without modification(s), the following

resolution as a Special Resolution: . RESOLVED THAT existing clause of the Memorandum of Association of the Company be and is hereby altered by deleting the existing Clause V and

substituting in its place the following as new Clause V . V. The Authorised Share Capital of the Company is Rs. 36,00,00,000/c (Rupees Thirty Six Crores) divided into 3,60,00,000 Equity Shares of Rs.10/- each with rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being.

Mgmt.

YES

FOR

FO

To consider and, if thought fit, to pass with or without modification(s), the following

resolution as an Special Resolution: RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and is hereby altered by deleting the entire Article 4 and substituting in its place the following as new

Article 4. Article- 4 The Authorised Share Capital of the Company is Rs. 36;00,00,000/- (Rupees Thirty Six Crores) divided into 3,60,00,000 (Three Crores and Sixty lacs) Equity Shares of RS.10/- each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being.

Mgmt.

YES

FOR

FO

Mgmt.

YES

FOR

FO

To consider and, if thought fit, to pass with or without modification(s). the following resolution as an Ordinary Resolution: RESOLVED THAT Mr. Andy Bird, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th January, 2007 and who holds office in terms of the provisions of Section 260 of the Companies Act, 1956 up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, along with a deposit of Rs. 500/- from a shareholder intimating his intention to propose Mr. Andy Bird as a candidate for the office of a Director, be and is hereby appointed as the Director of the Company liable to retire by rotation.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mr. Kishore Biyani, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th January, 2007 and who holds office in terms of the provisions of Section 260 of the Companies Act, 1956 up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, along with a deposit of Rs. 500/- from a shareholder intimating his intention to propose

Mgmt.

YES

FOR

FO

Mr. Kishore Biyani as a candidate for the office of a Director, be and is hereby appointed as the Director of the Company liable to retire by rotation.

To consider and, if thought fit, to pass with or without modification. the following resolution as a Special Resolution: RESOLVED THAT in accordance with the provisions of Section 81 and other applicable provisions. if any. of the Companies Act. 1956. (including any amendment thereto or re-enactment thereof) (the Act), and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the regulations/guidelines. if any, prescribed by the Securities and Exchange Board of India or any other relevant authority from time to time to the extent applicable, and subject to such consents and such other approvals as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) or as may be prescribed or made, in granting such consents and approvals ana which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer. issue and allot. (including with provision for

Mgmt.

YES

FOR

FO

reservation on firm and/or competitive basis of, such part of issue and for such categories of persons as may be permitted). in the course of domestic/international offering(s) to all eligible investors including Domestic/Foreign Investors. including Domestic/Foreign Institutional. Non-Resident Indians; Corporate Bodies, Trusts, Mutual Funds, Banks, Insurance Companies, Pension Funds, individuals and/or trustees. and/or Stabilization Agents or otherwise, whether shareholders of the Company or not. through a public issue and/or on a private placement basis including allotment to qualified institutional buyers by way of Qualified Institutional Placement in terms of the Chapter XIII- A of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000. equity shares. debentures whether partly/ fully convertible and/or securities linked to Equity Shares and/or foreign currency convertible bonds convertible into Equity shares or depository receipts (GDRs/ ADRs) and/or securities convertible into equity shares at the option of the Company and/or the holder of such securities and/or Equity Shares through depository receipts (GDRs/ADRs) and/or bonds. with Share Warrants attached (hereinafter collectively referred to as Securities). secured or unsecured, through prospectus and/or offer letter and/or circular basis so

however that the total amount raised through the aforesaid Securities should not exceed US \$100,000.000 (United States Dollar One Hundred Million) (equivalent to about Rs. 400 crores at the current rate of exchange) (including green shoe or over allotment option, if any). such issue and allotment to be made at such time or times, in one or more tranches, at such price or prices. in such manner and where necessary in consultation with the Lead Managers and/or Underwriters and/or Stabilization Agents and/or other Advisors or otherwise. on such terms and conditions as the Board. may. in its absolute discretion decide at the time of issue of securities. RESOLVED FURTHER THAT in case of any Equity Linked Issue/Offer, the Board be authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any such Securities referred to above or as may be in accordance with the terms of the offer. all such shares being pari passu inter se. with the then existing Equity Shares of the Company in all respects. RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter XIII-A of the SEBI Guidelines. the allotment of Securities shall only be to Qualified Institutional Buyers within the meaning of Chapter XIII-A of the SEBI Guidelines. such Securities shall be fully paid-up and the allotment of such Securities

shall completed within
12 months from the date of
this resolution. RESOLVED
FURTHER THAT in case of a
qualified institutional
placement pursuant to
Chapter XIII-A of the SEBI
Guidelines. the relevant date
for the determination of the
price of the equity shares, if
any. to be issued upon
conversion or exchange of the
Securities shall be made at a
price not less than the higher
of the following two averages:
(i) the average of the weekly
high and low of the closing
prices of the related shares
quoted on a stock exchange
during the six months
preceding the relevant date;
(ii) the average of the weekly
high and low of the closing
prices of the related shares
quoted on a stock exchange
during the two weeks
preceding the relevant date;
the relevant date means the
date thirty days prior to the
date on which the meeting of
the general body of
shareholders is held. in terms
of Section 81 (1A) of the
Companies Act. 1956. to
consider the proposed issue;
RESOLVED FURTHER
THAT the Company and/or an
agency body authorized by the
Board may issue Depository
receipts representing the
underlying equity shares in
the capital of the Company or
such other Securities in
registered or bearer form with
such features and attributes as
are prevalent in international
capital markets for
instruments of this nature and
providing for the tradeability
or free transferability thereof
as per international practices

and regulations, and under the forms and practices prevalent in the international markets.

RESOLVED FURTHER

THAT for the purpose of giving effect to the above, the

Board be and is hereby authorised to determine the form, terms and timing of the Issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price; face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in Such issues in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s). including without limitations, appointment of required intermediaries, such as lead managers, stabilization agents, depositories, registrars, book runners, or any other agency or intermediary that may be required for the purposes of giving effect to the above.

RESOLVED FURTHER

THAT the Board be authorized to delegate all or any of its powers herein conferred to a Committee of Directors and/or any member of such Committee with power to the said Committee

to sub-delegate its powers to
any of its members.

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|---------------------------------------|--------------|---|------------------------------------|---|--|---|------------------------|---|
| | | | | | <p>To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (the Act). and the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the Guidelines) or any statutory amendment or re-enactment thereof, provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, approval of Reserve Bank of India, if any, and provisions of any other applicable laws and regulations, and subject to any applicable approvals, permissions and sanctions of any statutory authorities and subject to further such conditions and modifications as may be prescribed or imposed by such authorities while granting such approvals, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the</p> | Mgmt. | YES | FOR | FOR |

Board which term shall include Committee including Compensation Committee constituted by the Board to exercise the powers including powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board to grant, offer issue and allot. in one or more tranches, upto 10,00,000 equity shares of Rs. 10 each of the Company to the present and future permanent employees, Directors of the Company (hereinafter collectively referred to as the Employees), as may be decided by the Board, in the form of options (hereinafter collectively referred to as Securities) under the UTV Employees Stock Option Scheme 200T (hereinafter referred to as the Scheme) at such price and on such terms and conditions as may be determined by the Board in accordance with the Guidelines or any other applicable provisions.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the Scheme on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any changes/variations in the terms and conditions of the Scheme from time to time including but not limited to, amendments with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme.

RESOLVED FURTHER

THAT the said Securities may be allotted in accordance with the Scheme either directly or through a trust, which may also envisage for providing any financial assistance to the trust to enable the trust/employees to acquire, purchase or subscribe to the said Securities of the Company. RESOLVED

FURTHER THAT any new equity shares to be issued and allotted as aforesaid shall rank pari passu inter se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Securities allotted under the Scheme on the Stock Exchanges /where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock

Exchanges, the Guidelines and other applicable laws and regulations. RESOLVED

FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by

| | | | | |
|---|--------------|------------|------------|------------|
| <p>the authority of this resolution.</p> <p>To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (the Act), and the provisions ~f Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the Guidelines) or any statutory amendment or re-enactment thereof..</p> <p>provisions of the Memorandum of Association and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed, approval of Reserve Bank of India, if any, and provisions of any other applicable laws and regulations, and subject to any applicable approvals, permissions and sanctions of any statutory authorities and subject to further such conditions and modifications as may be prescribed or imposed by such authoritieswhile.granting such approvals, permissions and sanctions and which may be agreed to by the Board of Directors .of the Company Hereinafter referred to as the Board which term shall include Committee including Compensation Committee constituted by the Board to</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |
|---|--------------|------------|------------|------------|

exercise the powers including powers conferred by this resolution}, consent of the Company be and is hereby accorded to the Board to extend the benefits of the UN Employees Stock Option Scheme 2007 referred to in the resolution under item No. 12 of this Notice to the permanent employees and directors of the subsidiary companies, as may be decided by the Board at such price and on such terms and conditions as may be determined by the Board in accordance with the Guidelines or any other applicable provisions.

RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the Scheme on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any changes/variations in the terms and conditions of the Scheme from time to time including but not limited to, amendments with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Scheme.

RESOLVED FURTHER THAT the said Securities may be allotted in accordance with the Scheme either directly or through a trust which may also envisage for providing any financial assistance to the trust to enable the trust/employees to acquire, purchase or subscribe to the said Securities of the Company. RESOLVED FURTHER THAT any new

equity shares to be issued and allotted as aforesaid shall rank pari passu inter se with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Securities allotted under the Scheme on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock

Exchanges, the Guidelines and other applicable laws and regulations. RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Securities without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as an Special Resolution: RESOLVED THAT pursuant to the provisions of Sections 198, 269 309, 310 and 311 a nd all other applicable provisions ofthe Companies Act 1956

Mgmt.

YES

FOR

FOR

(hereinafter referred to as the Act) read with Schedule XIII of the Act and such other consent/s, permission/s and approval/s as may be required, if any, the Company hereby approves the appointment/re-appointment of Mr. Deven Khote as Executive Director of the Company for a period of 3, (Three) Years commencing from 27th April. 2007 on the terms and conditions as set out In the explanatory statement and in the Agreement entered into/to be entered into in this behalf, with liberty to the Board of Directors/Remuneration committee to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as may be agreed to between the Board Remuneration committee and Mr. Deven Khote (the appointee).

RESOLVED FURTHER THAT in the event wherein any financial year during the currency of tenure of Mr. Deven Khote, the Company has no profits or its profits are inadequate the Company will pay a remuneration to Mr. Deven Khote as minimum remuneration for a period of three years by way of salary, perquisites and allowances as specified in the explanatory statement. RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such act/s, deed/s, matter/s and thing/s as may be necessary, expedient or desirable to give effect to the above resolution.

To consider and, if thought fit, to pass with or without modification(s). the following resolution as an Ordinary Resolution: RESOLVED THAT in supersession of Resolution passed at the Annual General Meeting of the Company held on. 6th September, 2005, the consent of the Company be and is hereby accorded in terms of Section 293(1)(d) and other applicable provision/s of the Companies Act,1956 to the Board of Directors of the Company for borrowing from time to time any sum or sums of money together with moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves (that is reserves not set apart for any specific purpose); . provided that the total amount of such borrowings in excess of the paid up capital and free reserves shall not at any time exceed Rs. 500 Crores (Rupees Five hundred Crores only) or its equivalent in foreign currency in case all or any of the borrowings are in currencies other than Indian Rupees.

Mgmt.

YES

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To consider and if thought fit, to pass with or without modification(s). the following resolution as a Special Resolution: (The resolution is proposed to be passed by way of PostafBallot) RESOLVED THAT the Special Resolution under Section 372A of the Companies Act, 1956 passed

Mgmt.

YES

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by the members by way of Postal Ballot on 23rd January, 2007 be and is hereby partially modified to the extent that the limit of Rs. 250 crores mentioned in the said Special Resolution be enhanced to Rs. 325 crores and that all the terms and conditions as mentioned therein shall remain unchanged.: RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.

To receive, consider and adopt the audited Profit and loss Account for the year ended 31st March, 2007 and the Balance Sheet as on that date together with Reports of the Directors and the Auditors thereon.

To confirm the payment of interim dividend and to declare the final dividend for the year 2006-07.

To appoint a Director in place of Shri Vineet Nayyar, who retires by rotation and being eligible, offers himself for reappointment.

To appoint a Director in place of Shri P. K. Sinha, who

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|--------------------------------|---------|------------|-----------|--------|-------|-----|-----|-----|
| Indian Oil Corporation Limited | IOCL IN | 6253767 IN | 9/24/2007 | Mumbai | Mgmt. | YES | FOR | FOR |
| | | | | | Mgmt. | YES | FOR | FOR |
| | | | | | Mgmt. | YES | FOR | FOR |
| | | | | | Mgmt. | YES | FOR | FOR |

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| <p>retires by rotation and being eligible, offers himself for reappointment.</p> <p>To appoint a Director in place of Shri B. M. Bansal, who retires by rotation and being eligible, offers himself for reappointment.</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |
| <p>To appoint a Director in place of Shri S.V. Narasimhan; who retires by rotation and being eligible, offers himself for reappointment.</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |
| <p>Appointment of Shri B.N. Bankapur as a Director of the Company. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT Shri B.N. Bankapur who was appointed as an Additional Director and designated as Director (Refineries) by the Board of Directors effective 1st October, 2006 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member, pursuant to the provisions of Section 257 of the. Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |

| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | | <p>Appointment of Shri S. Sundareshan as a Director of the Company. To consider and if thought fit, to pass, With or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT Shri S. Suridareshari, who was appointed as an Additional Director by the Board of Directors effective 28th May, 2007 and who holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>Appointment of Prof. (Smt.) Indira J. Parikh as a Director of the Company. To consider and if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT Prof (Smt.) Indira J. Parikh who was appointed as an Additional Director by the Board of Directors effective,30th July, 2007 and who holds office upto the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member pursuant to the provisions of Section 257</p> | Mgmt. | YES | FOR | FOR |

of the Companies Act 1956,
 be and is hereby appointed as
 a Director of the Company,
 liable to retire by rotation.
 Appointment of Shri Anand
 Kumar as a Director of the
 Company. To consider and if
 thought fit to pass with or
 without modifications, the
 following resolution as an
 Ordinary Resolution:

RESOLVED THAT Shri
 Anand Kumar who was
 appointed as an Additional
 Director and designated as
 Director (Research &
 Development) by the Board of
 Directors effective, 31st July,
 2007 and who holds office
 upto the date of this Annual
 General Meeting and in
 respect of whom, the
 Company has received a
 notice in writing from a
 member pursuant to the
 provisions of Section 257 of
 the Companies Act 1956, be
 and is hereby appointed as a
 Director of the Company,
 liable to retire by rotation.

Mgmt.

YES

FOR

FOR

Appointment of Shri P. K.
 Chakraborti as a Director of
 the Company . To consider
 and if thought fit to pass with
 or without modifications, the
 following resolution as an
 Ordinary Resolution:

RESOLVED THAT Shri P.
 K. Chakraborti who was
 appointed as an Additional
 Director and designated as
 Director (Pipelines) by the
 Board of Directors effective,
 1st August, 2007 and who
 holds office upto the date of
 this Annual General Meeting
 and in respect of whom, the
 Company has received a
 notice in writing from a
 member pursuant to the
 provisions of Section 257 of

Mgmt.

YES

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|--------------------------|-------|---------------|-----------|---------|---|-------|-----|-----|-----|
| | | | | | the Companies Act 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation. Approval to the IOC-IBP Merger Scheme Trust. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution: RESOLVED THAT pursuant to the Order of the Ministry of Company Affairs dated 30th April 2007 according sanction to the Scheme of Amalgamation of IBP Co. Ltd. with Indian Oil, approval of the shareholders of the Company is hereby accorded to the Trust Deed, viz., IOC-IBP Merger Scheme Trust as annexed to the notices of Annual General Meeting. | Mgmt. | YES | FOR | FOR |
| dustan Zinc imited | HZ IN | 6139726 IN | 9/21/2007 | Udaipur | To receive, consider, approve and adopt the audited accounts for the year ended on 31st March, 2007 along with Directors Report and Auditors Report thereon. | Mgmt. | NO | DNA | DNA |
| | | | | | To approve the final dividend for the year 2006-2007. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Shri Anil Agarwal, who retires by rotation and, being eligible, offers himself for re-appointment as per Article 129 of the Articles of Association of the Company. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Shri Navin Agarwal, who retires by rotation and, being eligible, offers himself for re-appointment as per Article 129 of the Articles of Association of the Company. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Shri K. K. Kaura, who retires by rotation and, being eligible, offers himself for re-appointment as per Article | Mgmt. | NO | DNA | DNA |

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129 of the Articles of Association of the Company.

To re-appoint the retiring Auditors M/s Deloitte Haskins & Sells as Statutory Auditors of the Company and to consider and, if thought fit, to pass, the following resolution as Special Resolution, with or without modifications:

Resolved that M/s Deloitte Haskins & Sells, Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company for the period from the conclusion of 41st Annual General Meeting to the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board as per the provisions of Section 224 and other applicable provisions of the Companies Act, 1956.

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2007 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors thereon.

To confirm Interim Dividend @ 25% as declared for the financial year ended 31st March, 2007.

To appoint a Director in place of Mr. I. S. Gumber who retires by rotation and, being eligible, offers himself for reappointment.

To appoint a Director in place of Mr. Varinder Kumar who retires by rotation and, being eligible, offers himself for re-appointment.

To appoint the Statutory Auditors of the Company to hold office from the

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| | | | | | conclusion of this meeting until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration. | | | | |
| | | | | | Appointment of Mr. A.L Suri as Director | Mgmt. | NO | DNA | DNA |
| | | | | | Appointment of Mr. Nirdosh Bali as Director | Mgmt. | NO | DNA | DNA |
| | | | | | Appointment of Mr. Rajendra Sharma as Director | Mgmt. | NO | DNA | DNA |
| | | | | | Revision in remuneration of Mr. Balbir Singh Uppal, Chairman and Managing Director | Mgmt. | NO | DNA | DNA |
| | | | | | Revision in remuneration of Mr. Janak Raj Singh, Executive Director | Mgmt. | NO | DNA | DNA |
| | | | | | Revision in remuneration of Mr. I. S. Gumber, Executive Director | Mgmt. | NO | DNA | DNA |
| | | | | | To receive, consider and adopt the Balance Sheet as at 31st March 2007 and Profit & Loss Account for the financial year ended on that date and the Reports of Directors and Auditors thereon. | Mgmt. | NO | DNA | DNA |
| JSP IN | 6726816 IN | 9/28/2007 | Haryana | | To declare dividend on equity shares. | Mgmt. | NO | DNA | DNA |
| | | | | | To note payment of interim dividend of 120% on equity shares. | Mgmt. | NO | DNA | DNA |
| | | | | | To. appoint a Director in place of Shri Naveen Jindal who retires by rotation and being eligible offers himself for re-appointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Shri Vikrant Gujral who retires by rotation and being eligible offers himself for re-appointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Shri Sushil Maroo who retires by rotation and being eligible offers himself for re-appointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint Mis S.S. Kothari Mehta & Co., Chartered Accountants as Auditors of | Mgmt. | NO | DNA | DNA |

the Company to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED BY WAY OF SPECIAL RESOLUTION that in accordance with the provisions of Section 81(IA) and all other applicable provisions of the Companies Act, 1956, Foreign Exchange Management Act, 1999 <including any regulation, statutory modification(s) or re-enactment(s) thereof for the time being in force including but not limited to Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulation, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and also the provisions of any other applicable laws, rules, regulations and in accordance with relevant provisions of Memorandum and Articles of Association of the Company and subject to the approval, consent, permission and / or sanction of the Ministry of Finance (MOF), Government of India (GOI), the Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and / or any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions

Mgmt.

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and modifications as may be prescribed in granting such approvals, consent and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board) which term shall include a Committee of Directors, the consent of the Company be and is hereby accorded to the Board to offer issue and allot, in one or more tranches any securities including Global Depository Receipts (GDR) and / or American Depository Receipts (ADR) and / or Foreign Currency Convertible Bonds (FCCB) and / or Convertible Bonds / Debentures and / or Euro-Convertible Bonds and / or Equity shares and / or Preference Shares whether Cumulative / Redeemable / Partly Convertible / Fully Convertible and / or Securities partly or fully convertible into Equity shares and / or securities linked to Equity Shares and / or any Instruments or Securities with or without detachable warrants, or such other types of securities representing either Equity Shares and / or Convertible Securities, (hereinafter collectively referred to as Securities) in India or in/one or more foreign market(s) to be subscribed in foreign currency(ies) / Rupees by Foreign / Domestic Investors, including Non-residents, Foreign Institutional Investors, Non-Resident Indians, Foreign Nationals, Corporate Bodies, Banks, Institutions, Mutual Funds or

such other eligible entities or persons as may be decided by the Board in accordance with applicable laws, whether or not such persons / entities / investors are members of the Company, through Prospectus, Offering Letter, Circular Memorandum or through any other mode, from time to time, as may be deemed appropriate by the Board on such terms and conditions as the Board may, in its sole and absolute discretion, deem fit upto US Dollars 500 million equivalent to approximately Rs.2250 crores (with a right to the Board to retain additional allotment, such amount of subscription not exceeding 25% of the amount of initial offer of each tranche as the Board may deem fit) on such terms and conditions including pricing (subject to the maximum pricing norms 21 22 Jindal Steel & Power Ltd. report 2006 07 prescribed by SEBI, RBI and / or any other authorities), as the Board may in its sale and absolute discretion decide including the form and all other terms and conditions and matters connected therewith and wherever necessary in consultation with the lead managers, underwriters, stabilization agents, guarantors, financial and / or legal advisors, depositories, custodians, principal/paying / transfer I conversion agents, listing agents, registrars and issue such Securities in any market and / or to the persons as may be deemed fit by the Board so as to enable the Company to

get listed at any stock exchange in India and / or Singapore and / or any other overseas stock exchange(s),

RESOLVED FURTHER that these securities will be disposed off by the Board in its absolute discretion in such manner as the Board may deem fit and proper.

RESOLVED FURTHER that without prejudice to the generality of the above and subject to the applicable laws, the aforesaid issue of the Securities may have all or any terms or combination of terms in accordance with normal practice including but not limited to conditions relating to payment of interest, dividend, premium or redemption or early redemption at the option of the company and / or to the holder(s) of the Securities and other debt-service payment whatsoever and all such terms as are provided in offerings of this nature, including terms for issue of additional equity shares, of variation of interest payment and / or variation of the price and / or the period of conversion of Securities into equity shares or issue of equity shares during the duration of the Securities and / or voting rights or options for early redemption of Securities, and the Board is empowered to finalize and

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|-----------------------------------|--|---|--------------------|---------------------------------------|
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|-----------------------------------|--|---|--------------------|---------------------------------------|

approve the same or any modification thereof. RESOLVED FURTHER that the Company and / or any agency or body authorized by the Board may issue depository receipts representing the underlying equity shares or other Securities or FCCBs issued by the Company in registered form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent in the international markets including filing any registration statement and any other document and any amendment thereto with any relevant authority(ies) for securities listing and trading, in the overseas Stock / Securities Exchange(s), RESOLVED FURTHER that the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred above or as may be necessary in accordance with the terms of the offering(s). RESOLVED FURTHER that subject to the applicable laws, the Board, as and when it deems fit and proper, be and

is hereby also authorized to issue and allot Equity Shares (including equity shares issued and allotted upon conversion of any Securities) with differential rights including differential rights as to dividend and / or voting .. RESOLVED FURTHER that the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the International market and may be governed by . applicable foreign laws. RESOLVED FURTHER that for the purpose of giving effect to any issue or allotment of Securities or Instruments representing the same, the Board be and is hereby authorized to determine the form, terms and timing of the offering(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount of issue / conversion of Securities / redemption of Securities, rate of interest, redemption period, utilization of issue proceeds, listing on one or more stock exchanges abroad / India as the Board in its sale and absolute discretion may deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and on behalf of the Company to do all such acts, deeds, matters and things as it may, at its sole and absolute discretion, deem necessary or desirable for such purpose, including

without limitation the appointment of Registrars, Book-runners, Lead-Managers, Trustees, Agents, Bankers, Global Co-coordinators, Custodians, Depositories, Consultants, Solicitors, Accountants, or such other Agencies, entering into arrangements for underwriting, marketing, listing, trading, depository and such other arrangements and agreements, as may be necessary and to issue any Offer document(s) and sign all deeds, documents and to pay and remunerate all agencies / intermediaries by way of commission, brokerage, fees, charges, out of pocket expenses and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any question, difficulty or doubt that may arise in regard to any such issue, offer or allotment of Securities and in complying with any regulations, as it may in its sale and absolute discretion/ deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution. RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Whole time Director(s), Directors or any other Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER that all the acts, deeds and things already done by the Board in this regard be and are hereby confirmed, approved and ratified.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED that pursuant to Section 293(1)(d) of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors of the Company to borrow moneys whether rupee loans or foreign currency loans or other external commercial borrowings, from time to time, at their discretion together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from Banks, Financial Institutions and one or more persons or Financial Institutions or from any other sources in India or abroad, such as, Foreign Banks, Foreign Investment Financial Institutions or Funds or other Bodies, Authorities or Entities whether by way of cash credit, advance, loans or bill discounting, Issue of Non-Convertible Debentures, Fully Convertible Debentures, Partly Convertible Debentures with or without detachable or non-detachable warrants or

Mgmt.

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warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise arid whether unsecured or secured by mortgage, charge, hypothecation or Lien or pledge on the Company s assets and properties whether moveable or immoveable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit), work-in-progress and book debts of the Company on such terms and conditions as may be considered suitable by the Board of Directors upto a limit of Rs.15,000 crores (Rupees fifteen thousand crores only) outstanding at any given time. RESOLVED FURTHER that for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director of the Company to give effect to the aforesaid resolution, and to settle any question, difficulty or doubt that may arise in this regard, to finalise and execute all such deeds, documents and writings as it may deem necessary, desirable or expedient.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED that consent of the Company be and is hereby given in terms

Mgmt.

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of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors to mortgage / hypothecate and / or create charge / pledge, etc. in addition to the mortgages / hypothecations / charges /pledges created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and 1 or immoveable properties of the Company, both present and future and 1 or the whole or any part of the undertaking(s) of the Company in favour of the Banks, Financial Institutions, Bodies Corporate, Persons or any other Lending Institutions whether situated in India or abroad, Agents and / or Trustees for securing any loans, advances, working capital facilities, bill discounting, or any other financial assistance, fully / partly convertible debentures and / or secured non convertible debentures with or without detachable or non-detachable warrants or secured premium notes, floating rate notes 1 bonds or any other secured debt instruments or external commercial borrowings in any form together with interest, further interest thereon, compound interest in case of default, accumulated interest, all other costs, charges and expenses payable by the Company at any given time, upto a limit of Rs.15,000 crores (Rupees fifteen thousand crores only) in terms of Section 293(1)(d) of the

Companies Act, 1956 and the documents be finalised and executed by the Company in their favour and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders / Trustees. RESOLVED FURTHER that for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, delegate all or any of these powers to a Committee of Directors or Managing Director or Whole time Director or Director of the Company to give effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard, to finalise and execute all such deeds, documents and writings as it may may deem necessary, desirable or expedient.

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| <p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED that pursuant to Section 309, 310 and all other applicable provisions, if any, and Schedule XIII to the Companies Act, 1956, approval of the shareholders be and is hereby for revision of remuneration of Shri Vikrant Gujral, Vice Chairman & CEO of the Company in the following manner with effect from 1st</p> | Mgmt. | NO | DNA | DNA |
|--|-------|----|-----|-----|

April, 2007. Remuneration: a) Basic Salary b) Allowance: j) Special allowance jj) House rent allowance iij) Leave travel allowance !ual report 2006-07 Annual report 2006 07 Jindal Steel & Power Ltd. Rs.1,80,000/- (Rs.One lac eighty thousand only) per month. c) He shall also be entitled to following reimbursements and perquisites: Reimbursements: i) Professional pursuits expenses subject to maximum of Rs.12,000/- (Rs.Twelve thousand only) per annum. i i) Medical expenses subject to maximum of Rs.15,000/- (Rs.Fifteen thousand only) per annum. ii i) Business promotion. expenses subject to maximum of Rs.36,000/- (Rs. Thirty six thousand only) per annum. iv) Reimbursement of corporate attire expenses subject to maximum of Rs.18,000/- (Rs. Eighteen thousand only) per annum. d) Perquisites: i) Payment of Bonus/ ex-gratia amount as may be declared by the Company. i i) Provident fund in accordance with Rules of the Company. iii) Free use of car with driver for business of the Company. iv) Free telephone facility at residence for official purposes only. v) Gratuity in accordance with Rules of the CQmpany. vi) Mediclaim Insurance coverage for self and family as per Rules of the Company. vii) Group Personal Accident Insurance cover as per Rules of the Company. Viii) Leave encashmerit in accordance with Rules of the Company. e) Incentives: i) Rs.10/- (Rs.ten only) per MT of Rails sold. i

i) Rs.10/- (Rs.ten only) per MT of Structural sold at a price exceeding Rs.29,000/- (Rupees twenty nine thousand only) per MT. iii) Rs. 10/- (Rupees ten only) per MT of Plates sold at a price equal to or exceeding Rs.30,000/- (Rupees thirty thousand only) per MT. The incentive as detailed above will not be applicable to sales to the group companies or planned fabrication units. f) He shall also be entitled to reimbursement of expenses actually and properly incurred by him for business of the Company. g) He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof .. h) He shall also be entitled to and paid any other allowance/ perquisite/ incentive/ facility as maybe payable to him under Rules of the Company from time to time, provided however, that the total remuneration does not exceed the limits prescribed in section I of part II of Schedules XIII to the Companies Act, 1956. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED that pursuant to Section 309, 310 and all other applicable provisions, if any, and Schedule XIII to the Companies Act, 1956, approval of the shareholders be and is hereby for revision of remuneration of Shri Anand Gael, Dy. Managing Director of the Company in the following manner with effect from 1st April, 2007.

Mgmt.

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Remuneration: a) Basic Salary
b) Allowances: i) Special allowance : Rs.56,000/- (Rs.Fifty six thousand only) per month. ii) Leave travel allowance : Once in a year for self and family in accordance with Rules of the Company not exceeding Rs.54,000/- (Rs.Fifty four thousand only) per annum. iii) Children education allowance: Rs.200/- (Rs. Two hundred only) per month. iv) Flexible perquisites : Rs.25,000/- (Rs.Twenty five thousand only) per month. He shall also be entitled to following reimbursements and perquisites c)
Reimbursements: i) Professional pursuits expenses subject to maximum of Rs.12,000/- (Rs. Twelve thousand only) per annum~ ii) Medical expenses reimbursement.subject to maximum of Rs.15,000/- (Rs.Fifteen thousand only) per annum. iij) Business promotion expenses subject to maximum of Rs.36,000/- (Rs.Thirty six thousand only) per annum. iv) Reimbursement of corporate attire expenses subject to maximum of Rs.18,000/- (Rs.Eighteen thousand only) per annum. Rs.1,60,000/- (Rs.One lac sixty thousand only) per month. v) c) Rs.64,000/- (Rs.Sixty four thousand only) per month. Rs.88,350/- (Rs.Eighty eight thousand three hundred fifty only) per month. Once in a year for self and family in accordance with Rules of the Company not exceeding Rs.54,000/- (Rs.Fifty four thousand only) Per annum. iv) Children education allowance:

Rs.200/- (Rs. Two hundred only) per month. v) Flexible perquisites : Rs.25,000/- (Rs. Twenty five thousand only) per month. He shall also be entitled to following reimbursements and perquisites Reimbursements:
j) Professional pursuits

| <i>Category</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Approval</i> | <i>Man</i> |
|-----------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|-------------------------|------------|
| | | | | | <p>expenses subject to maximum of Rs.12,000/- (Rs. Twelve thousand only) per annum. i i) Medical expenses reimbursement subject to maximum of Rs.15,000/- (Rs. Fifteen thousand only) per annum. i i i) Business promotion expenses subject to maximum Rs.36,000/- (Rs. Thirty six thousand only) per annum. iv) Reimbursement of corporate attire expenses subject to maximum of Rs.18,000/- (Rs. Eighteen thousand only) per annum. Reimbursement of driver's salary subject to maximum of Rs.7,500/- (Rs. Seven thousand five hundred only) per month. d) Perquisites: i) Payment of Bonus ex-gratia amount as may be declared by the Company. ii) Provident fund in accordance with Rules of the Company. iii) Free use of car with driver for business of the Company. iv) Free telephone facility at residence for official purposes only. v) Gratuity in accordance with Rules of the Company. vi) Medilaim Insurance coverage for self and family as per Rules of the Company. vii) Group Personal Accident Insurance cover as per Rules of the Company. viii) Leave encashment in accordance with Rules of the Company. He shall also be entitled to reimbursement of expenses actually and properly incurred by him for business of the Company. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof.</p> | | | | | |

f) e) d) Perquisites: j) Payment of Bonus~ ex-gratia amount as may be declared by the Company. ii) Provision of all in accordance with Rules of the Company. iii) Free use of car with driver for business of the Company. iv) Free telephone facility at residence for official purposes only. v) Gratuity in accordance with Rules of the Company. vi) Medical Insurance coverage for self and family as per Rules of the Company. vii) Group Personal Accident Insurance cover as per Rules of the Company. viii) Leave encashment in accordance with Rules of the Company. e) He shall also be entitled to reimbursement of expenses actually and properly incurred by him for business of the Company. f) He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof. g) He shall also be entitled to and paid any other allowable perquisite /incentive / facility as may be payable to him under Rules of the Company from time to time, provided however, that the total remuneration does not exceed the limits prescribed in section I of part II of Schedules XIII to the Companies Act, 1956.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution: RESOLVED that pursuant to Section 309, 310 and all other applicable provisions, if any, and Schedule XIII to the Companies Act, 1956, approval of the shareholders be and is hereby for revision of remuneration of Shri Sushil K. Maroa, Whole-time Director of the Company in the following

Mgmt.

NO

DNA

D

manner with effect from 1st
April, 2007:

To consider and if thought fit, to
pass with or without
modification(s) the following
resolution as an Ordinary
Resolution: RESOLVED that
pursuant to Section 309, 310 and
all other applicable provisions, if
any, and Schedule XIII to the
Companies Act, 1956, approval
of the shareholders be and is
hereby for revision of.

Mgmt.

NO

DNA

D

remuneration of Shri P. S. Rana,
Whole~time Director of the
Company in the following
manner with effect from 1st
April, 2007.

To consider and if thought fit, to
pass with or without
modification(s) the following
resolution as a Special

Mgmt.

NO

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D

Resolution: RESOLVED BY
WAY OF SPECIAL
RESOLUTION that pursuant to
Section 115WKA of Income Tax
Act, 1961 and Income tax Rules,
1962 (as amended from time to
time) read with SEBI (Employees
Stock Option Scheme and
Employees Stock Purchase
Scheme) Guidelines, 1999,
approval of the shareholders be
and is hereby given for
incorporating the following
clause as Clause No.22 in
Employees Stock Option
Scheme- 2005 (ESOS-2005). 22.
In terms of Section 115WKA of
the Income Tax Act, 1961 read
with Income Tax Rules, 1962 (as
amended from time to time) the
Board of Directors may, if it so
chooses, recover, fully or partly,
from the Optionees, Fringe
Benefit Tax and / or any other tax
/ cess / surcharge paid / payable
by the Company in respect of
shares allotted under ESQS~
2005 and may decide on the
procedure for such recovery.

| State | Company Name | Meeting Date | Meeting Location | Resolution Description | Management | NO | DNA | D |
|---------|--------------|--------------|------------------|--|------------|----|-----|---|
| STLT IN | B13TC37 IN | 9/28/2007 | Tamilnadu | RESOLVED FURTHER that the Board be and is hereby authorised to decide any question and resolve other issues with respect to, the above without any further reference to the shareholders. To consider and adopt the Balance Sheet as at March 31, 2007 and the Profit and Loss account of the Company for the year ended on that date and the Report of the Directors and Auditors thereon. | Mgmt. | NO | DNA | D |
| | | | | To confirm the dividend paid on Preference Shares. | Mgmt. | NO | DNA | D |
| | | | | To appoint a Director in place of Mr. Gautam Doshi, who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | NO | DNA | D |
| | | | | To appoint a Director in place of Mr. Sandeep Junnarkar, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | D |
| | | | | To appoint M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Das & Prasad, Chartered Accountants, retiring Auditors as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and for the purpose, to pass with or without modification(s), the following resolution as an Ordinary Resolution : RESOLVED that pursuant to the provisions of Section 224 and all other applicable provisions, if any, of the Companies Act, 1956, M/s. Chaturvedi & Shah, Chartered Accountants and M/s. Das & Prasad, Chartered Accountants, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company | Mgmt. | NO | DNA | D |

| | | | | | | | | | |
|---------------------------|------------|---------------|-----------|-----------|--|-------|----|-----|---|
| juna action Ltd | NJCC IN | B0FXGP0 IN | 9/24/2007 | Hyderabad | and the Board of Directors be and is hereby authorised to fix their remuneration. Approval for issue and allotment of Equity Shares on Preferential basis to M/s. Blackstone GPV Capital Partners Mauritius V-A Limited & M/s. Blackstone FP Capital Partners (Mauritius) V FII Limited. | Mgmt. | NO | DNA | D |
| | | | | | Approval for issue and allotment of convertible Warrants on Preferential basis to M/s. Blackstone GPV Capital Partners (Mauritius) V-H Limited. | Mgmt. | NO | DNA | D |
| | | | | | Approval for enhancement of Directors of the company from 15 (Fifteen) to 18 (eighteen) and Amendment of the Articles of Association of the Company. | Mgmt. | NO | DNA | D |
| er nce ation ted | POWF IN | B1S7225 IN | 9/25/2007 | New Delhi | To receive, consider, and adopt the audited Balance Sheet as at 31st March 2007 and the Profit and Loss Account for the financial year ended on that date along with Report of the Directors and Auditors thereon. | Mgmt. | NO | DNA | D |
| | | | | | To confirm interim dividend and declare final dividend for the year 2006-07. | Mgmt. | NO | DNA | D |
| | | | | | To fix the remuneration of the Auditors. | Mgmt. | NO | DNA | D |
| | | | | | To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:- RESOLVED THAT in supersession of resolution passed by the shareholders in its 18th Annual General Meeting held on August 30th, 2004, the consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of Section 293(1)(d) of the Companies Act, 1956 for borrowing money, upto total amount Rs. 1,00,000 Crore (Rupies One Lakh Crore only) in Indian Rupees and in any Foreign | Mgmt. | NO | DNA | D |

Currency equivalent to US \$4000 Million (Four Thousand Million US Dollars only) for the purpose of the business of the Company notwithstanding the money to be borrowed and money already borrowed by the Company exceeds the aggregate of the paid-up capital and free reserves of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary

Resolution:- RESOLVED THAT in supersession of resolution passed in 18th Annual General Meeting held on August 30th, 2004, the consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of

Section 293(1)(d) of the Companies Act, 1956 for mortgaging and/or charging of all or any of the movable and/or immovable properties of the Company, both present and future, or the whole or substantial whole of the undertaking or the undertaking of the Company for securing loan upto the total amount of Rs. 1,00,000 Crore (Rupees One Lakh Crore only) in Indian Currency and in any Foreign Currency equivalent to US \$4000 Million (Four Thousand Million US Dollars only) for the purpose of the business of the Company.

To receive, consider and adopt the audited Balance Sheet as at and the audited Profit and Loss Account for the year ended 31st March, 2007 and the Reports of the Directors and Auditors thereon.

To declare dividend on the Cumulative Redeemable Preference Shares of the

Mgmt.

NO

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9/24/2007

Hyderabad

Mgmt.

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Mgmt.

NO

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| | | | | | Company. | | | | |
|--|--|--|--|--|--|-------|-----|-----|---|
| | | | | | To declare dividend on the Equity Shares of the Company. | Mgmt. | NO | DNA | D |
| | | | | | To appoint a director in the place of Shri S.Veera Reddy, who will be retiring by rotation at the Annual General Meeting and being eligible offering himself for re-appointment. | Mgmt. | NO | DNA | D |
| | | | | | To appoint a director in the place of Shri N. Suresh Reddy, who will be retiring by rotation at the Annual General Meeting and being eligible offering himself for re-appointment. | Mgmt. | NO | DNA | D |
| | | | | | To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. | Mgmt. | NO | DNA | D |
| | | | | | ENHANCEMENT IN THE REMUNERATION PAYABLE TO SMT S. ARUNA, EXECUTIVE DIRECTOR | Mgmt. | NO | DNA | D |
| | | | | | To consider and adopt the audited Balance Sheet as at March 31, 2007, the Profit and Loss Account for the year ended on that date and the RepOrts of the Board of Directors and Auditors thereon. | Mgmt. | YES | FOR | F |
| | | | | | To appoint Directors in place of those retiring by rotation . | Mgmt. | YES | FOR | F |
| | | | | | To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modmcation(s), the following resolution as an Ordinary Resolution : RESOLVED THAT MIs. Ch~turvedi & Shah, Chartered Accountants, MIs. Deloitte Haskins and Sells, Otarteted Accountants, and MIs. Rajendra & Co., Chartered Accountants, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual | Mgmt. | YES | FOR | F |

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General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution : RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any. of the Companies Act, 1956 or any statutory modification(s) or reenactment thereof,

Dr. Raghunath Anant Mashelkar, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, and Article 135 of the Atticles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

Mgmt.

YES

FOR

F

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution : RESOLVED THAT in accordance with the provisions of Sections 198,309(4),310 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof for the time being in force, and the Atticles of Association of the Company and subject to applicable statutory approval(s), and in supercession of the special resolution passed by the Members at the 31It Annual General Meeting of the Company, each of the Directors of the. Company, other than the Managing Director and Whole time Directors, be paid, annually, commission of Rs. 21,00,000/- (Rupees twenty one lakh) per annum, for a period of 5 (five) years sraqing from the financial year ending on

Mgmt.

YES

FOR

F

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| | | | | | | | | | |
|---|---------|---------------|-----------|---------|---|-------|----|-----|---|
| n Silk tries d. | ESLK IN | 6564049 IN | 9/26/2007 | Kolkata | March 31.2008, provided that the total commission payable to all Directors in the said category of Directors shall not exceed one percent of the net profits of the Company as computed in the manner referred to under the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof for the time being in force. | | | | |
| | | | | | To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2007 and the Balance Sheet as at that date together with the report of the Directors and Auditors thereon. | Mgmt. | NO | DNA | D |
| | | | | | To declare dividend. | Mgmt. | NO | DNA | D |
| | | | | | To appoint a Director in place of Sri R.L. Gaggar who retires by rotation and is eligible for re-appointment. | Mgmt. | NO | DNA | D |
| | | | | | To appoint a Director in place of Sri H.S. Gopalka who retires by rotation and is eligible for re-appointment. | Mgmt. | NO | DNA | D |
| To appoint Auditors and fix their remuneration. | Mgmt. | NO | DNA | D | | | | | |

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| <i>Exchange of Folio Priority</i> | <i>Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|--------------------------|--------------|---|------------------------------------|---|--|---|------------------------|---|
| | | | | | <p>To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: RESOLVED (a) THAT pursuant to the provisions of Section 13, 16 & 94 and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or reenactment thereof and the enabling provisions of Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, each existing Equity Share of the face value of RS.10/- (Rupees Ten) each in the Authorized Share Capital of the Company be sub-divided into 5 (Five) Equity Shares of the face value of Rs.2/- (Rupees Two) each with effect from the Record Date to be determined by the Manalling Director of the Company for the purpose. (b) THAT pursuant to the sub-division of the Authorized Equity Shares of the Company, the issued, subscribed and paid up Equity Shares of the face value of RS.10/- (Rupees Ten) each as existing on the Record Date, shall stand subdivided into Equity Shares of the face value of Rs.2/- (Rupees Two) each fully paid-up with effect from the Record Date. (c) THAT upon such sub-division becoming effective the Board be and is hereby authorized to issue neW share certificates representing the sub-divided Equity Shares with new distinctive numbers consequent to the sub-division of the Equity Shares as aforesaid subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules 1960 and where Members hold Equity Shares (or opt to receive the sub-divided Equity Shares) in dematerialized form,</p> | Mgmt. | NO | DNA | DNA |

the sub-divided Equity Shares in lieu thereof be credited to the respective beneficiary accounts of the Members with their respective Depository Participants. (d) THAT the Board be and is hereby authorized to take all such steps and to do all acts and things necessary, expedient or desirable to give effect to this resolution.

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution: RESOLVED THAT Clause V of the Memorandum of Association of the Company be amended as follows: The Capital of the Company is Rs.40,00,00,000/- (Rupees Forty Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of Rs.2/- (Rupees Two) each and 20,00,000 (Twenty lacs) Preference Shares of Rs. 100/- (Rupees One hundred) each with the power to issue any of the shares in the Capital, original or increased with or subject to any preferential, special or qualified rights or conditions as regards dividends, repayment of capital or otherwise.

Mgmt.

NO

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To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to all other applicable rules, regulations and guidelines of the Securities and Exchange Board of India (SEBI), the applicable provisions of Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and enabling provisions

Mgmt.

NO

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of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed, and subject to requisite approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, Reserve Bank of India (RBI), the Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP), the Foreign Investment Promotion Board (FIPB), and all other authorities as may be required, whether in India or outside India, (hereinafter collectively referred to as Appropriate Authorities), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as Requisite Approvals), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and they are authorized at their absolute discretion to create, offer, issue and allot in one or more tranches, in the course of domestic/international offerings to Domestic/Foreign Investors/Institutional Investors/Foreign Institutional Investors, Members, Employees, NonResident Indians, Companies or Bodies Corporate whether incorporated in India or abroad, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through a Public Issue, Rights Issue, Preferential Issue and/or Private Placement, with or without an over-allotment option, equity shares and/or equity shares through Global Depository Receipts (GDRs) and/or American Depository

Receipts (ADRs) and/or Foreign Currency Convertible Bonds (FCCBs) and/or any securities convertible into equity shares at the option of the Company and/or holder(s) of the securities and/or securities linked to equity shares and/or securities with warrants including any instruments or securities representing either equity shares and/or Foreign Currency Convertible Bonds or Convertible Securities or securities linked to equity shares or securities with equity shares/fully convertible debentures/partly convertible debentures or any securities other than warrants, which are convertible or exchangeable with equity shares at a later date, or a combination of the foregoing (hereinafter collectively referred to as Securities), secured or unsecured, listed on any international stock exchange outside India, through an offer document and/or prospectus and/or offer letter and/or offering circular, and/or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, for an amount not exceeding US\$100 million inclusive of such premium from time to time.

RESOLVED FURTHER THAT in case of any equity linked issue/offering, including without limitation, any GDR/ ADR/ FCCB offering, the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above or as may be in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue/ offering and in the offer document and/or prospectus and/or offer letter and/or offering circular and/or listing particulars.

RESOLVED FURTHER THAT the

consent of the Company be and is hereby granted in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 and subject to all necessary approvals, to the Board to secure, if necessary all or any of the above securities to be issued by the creation of mortgage and/or charge on all or any of the Company's immovable and/or movable assets, both present and future, in such form and manner and on such terms as may be deemed fit and appropriate by the Board. RESOLVED FURTHER THAT the Company and/or any entity, agency or body authorised and/or appointed by the Company, may issue depository receipts representing the underlying Securities issued by the Company in negotiable registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international market. RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Underwriters, Advisors and/or other persons as appointed by the Company, be and is hereby authorised to determine the form, terms and timing of the issue(s)/offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of equity shares or other securities upon conversion or redemption or cancellation of the Securities, the price, premium or discount on issue/conversion of securities, rate of interest, period of conversion, listing on one or more Stock Exchanges in India and/or abroad and fixing of record date or book

closure and related or incidental matters, as the Board in its absolute discretion deem fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and/or abroad.

RESOLVED FURTHER THAT the relevant date for determining the pricing of the Securities is 30 days prior to the date of the th AGM at which the approval of the shareholders in terms of Section 81 (1A) of the Companies Act, 1956 is obtained. RESOLVED

FURTHER THAT the Board be and is hereby authorized to issue and allot such number of securities as may be required, including issue and allotment of equity shares upon conversion of any securities referred to above or as may be necessary in accordance with the terms of the offer, all such equity shares ranking pari passu and inter-se with the then existing equity shares of the Company in all respects. RESOLVED

FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law. RESOLVED

FURTHER THAT for the purpose of giving effect to the above resolution, the Board be authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of the aforesaid Securities and listing thereof with the stock exchange(s) where the Company s shares are listed and to resolve and settle all questions and difficulties that may arise in the p roposed issue, offer and allotment of any of the aforesaid Securities, utilization of ~he issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders

or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or the Managing Director or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: RESOLVED that in modification of the Special Resolution passed by the Company in terms of Section 293(1)(d) of the Companies Act, 1956 ("the Act") at the 49th Annual General Meeting of the Company held on 20th December 1995, the consent of the company pursuant to the said section of the Act be and the same is hereby accorded to the Board of Directors of the Company (the Board) for borrowing from time to time any sum or sums of moneys on such terms and conditions as the Board may deem requisite or proper for the purpose of the business of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount borrowed and so to be borrowed by the Board (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining outstanding at anyone time shall not exceed the limit of RS.1000 Crores and that for the purpose of implementation of this resolution, the Board may act through any member thereof or any

Mgmt.

NO

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other person duly authorised by the
Board in that behalf .

To consider and if thought fit, to pass
with or without modification, the
following resolution as an Ordinary
Resolution: RESOLVED that in
accordance with the provisions of
Section 16, 94 and other applicable
provisions, if any, of the Companies
Act, 1956 (including any statutory
modifications or are enactment thereof,
for the time being in force), the
Authorized Share Capital of the
Company be and is hereby increased
from Rs.40 crores (Rupees Forty
crores) divided into 10,00,00,000 (Ten
crores) Equity Shares of RS.2/- (Rupees
Two only) each and 20,00,000 (Twenty
lacs) Preference Shares of Rs.1001-
(Rupees One hundred) each to RS.50
Crores (Rupees Fifty crores) divided
into 15,00,00,000 (Fifteen crores)
Equity Shares of Rs.2/- (Rupees Two)
and 20,00,000 (Twenty lacs) Preference
Shares of RS.1001- (Rupees One
hundred) and consequently the existing
Clause V of the Memorandum of
Association of the Company be and is
hereby altered by deleting the same and
substituting the following clause: V.
The Capital of the

Mgmt.

NO

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|---------------------------------------|---------------|---|------------------------------------|---|--|---|------------------------|---|
| Grasim Industries Limited | GRASIM IN | 6099927 IN | 10/17/2007 | Postal ballot | <p>Company is Rs.50,00,00,000/-(Rupees Fifty crores only) divided into 15,00,00,000 (Fifteen crores) Equity Shares of RS.2/- (Rupee Two) each and 20,00,000 (Twenty lacs) Preference Shares of Rs.100/- (Rupees One hundred) each with the power to issue any of the shares in the Capital, original or increased with or subject to any preferential, special or qualified rights or conditions as regards dividends, repayment of capital or otherwise.</p> <p>To consider and, if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution: , RESOLVED THAT pursuant to Sections 293(1)(a), 192A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and any other law for the time being in force and subject to such other provisions, consents, permissions and sanctions, as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board , which term shall deem to include any Committee of the Board which may have been constituted or hereinafter</p> | Mgmt. | YES | FOR | FOR |

constituted to exercise all its powers, including but not limited to the powers conferred by this resolution with the power to delegate such authority to such persons as the Board may deem fit and with power to substitute such authority) to transfer, sell and/or otherwise dispose of the Company's textile units, viz., Bhiwani Textile Mills and Elegant Spinners at Bhiwani (Haryana) (hereinafter referred as "the said Undertaking"), with effect from 1st October, 2007 or such other date as the Board may deem fit ("the Appointed Date"), together with all its undertakings/properties, assets (including the assets under construction / acquisition under the ongoing capital expenditure plans of the said Undertaking, incurring an amount upto Rs.10 Crores in the current financial year up till the date of transfer) and liabilities/ obligations of whatsoever nature and kind and wheresoever situate in whole and its employees on a going concern basis or otherwise, to a subsidiary of the Company (presently under formation) with the proposed name of Grasim Bhiwani Textiles Limited (GBTL), for a price which shall not be less than RS.60 Crores (Rupees Sixty Crores Only) and on such terms and conditions (including, without limitation, mode of reoiptotthesale consideration) with power to the Board to finalize the means, methods or modes in respect thereof, including power to change/alter the appointed date as may be

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| | | | | | | | | | |
|---------------|---------|---------------|-----------|---------|--|-------|----|-----|-----|
| DLF imited | DLFU IN | B1YLCV0 IN | 9/29/2007 | Haryana | <p>expedient, and to finalize and execute all required documents including schemes of arrangement, agreements, deeds of assignment, conveyance deeds and any other deeds or documents, with such modifications, as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and expedient in its discretion for the completion of the transaction as aforesaid in the best interest of the Company</p> <p>To receive, consider and adopt the Audited Balance Sheet as at 31st March 2007 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To declare Dividend on Equity Shares.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To appoint. a pirector in place of Mr. Brijendra Bhushan, who retires by rotation and Qeing eligible, offers himself for re-appointment.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To appoint a Director in place of Brig. (Retd.) Narendra Pal Singh, who retires by rotation and being eligible, offers himself for reappointment.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To appoint a Director in place.of Mr. Rajiv Singh, Who retires by rotation and being eligible, offers himself for re-appointment.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To appoint statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To consider and if thought fit, to pass with or without modification(s), the following</p> | Mgmt. | NO | DNA | DNA |

Resolution as an Ordinary
Resolution: RESOLVED
THAT pursuant to Article 93
of the Articles of Association
of the Company and in
accordance with the
provisions of Sections 198,
269,309,310 read with
Schedule XIII and other
applicable provisions, if any,
of the Companies Act, 1956
or any statutory modifications
Of:reenactment thereof,
consent of the members be
and is hereby accorded to the
re-appointment of
Mr. Kameshwar Swarup, as a
Whole-time Director,
designated as Senior
Executive Director- Legal for
a period of two (2) years with
effect from 1st January, 2008
on the terms and conditions
including as to remuneration
as set out in the draft
agreement, a copy of which is
placed before this meeting,
which draft agreement is
hereby specifically sanctioned
with liberty and authority to
the Board of Directors to alter,
vary, modify and revise the
terms and conditions
including remuneration of the
said appointee and/or
Agreement in such manner
and from time to time, as may
be agreed to between the
Board and Mr. Kameshwar
Swarup provided the same is
in conformity with
Schedule XIII appended to the
Companies Act, 1956
including any
ammendments/modifications
made hereafter in this regard.
RESOLVED FURTHER
THAT the terms and
conditions of re-appointment,
resignation, agreement,
remuneration, powers, duties

and responsibilities, specified in the Explanatory Statement, may be altered, varied and revised, from time to time, by the Board of Directors of the Company including any Committee thereof, as it may, in its discretion, deem fit, so as not to exceed the limits specified in Section 309 and Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors of the Company including any Committee thereof be and is hereby authorized to do all such acts, deeds, things, to enter into such agreement, deed of amendment or any such document as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:- RESOLVED THAT pursuant to Article 93 of the Articles of Association of the Company and in accordance with the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended up to date and/or any statutory amendments, modifications or re-enactment thereof, the consent of the members of the Company, be and is hereby accorded to the re-appointment of Ms. Pia

Mgmt.

NO

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Singh as a Whole-time Director of, the Company for a period of five (5) years with effect from 18th February, 2008 on the terms and conditions including remuneration as set out in the draft agreement which is hereby specifically sanctioned with liberty and authority to the Board of Directors or Committee thereof to alter, vary, modify and revise the terms and conditions including remuneration of the said appointment and/or Agreement in such manner and from time to time, as may be agreed between the Board and Ms. Pia Singh in conformity with Schedule XIII of the Companies Act, 1956 including any amendments/modifications made hereafter in this regard.

RESOLVED FURTHER

THAT the terms and conditions of reappointment, agreement and remuneration specified in the Explanatory Statement may be altered, varied and revised, from time to time, by the Board of Directors of the Company, as it may, in its discretion deem fit, so as not to exceed the limits specified in Section 309 and Schedule XIII of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time. RESOLVED

FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorized to do all such acts, deeds, things, to enter into

such agreement, deed of amendment or any such document as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: RESOLVED THAT pursuant to Articles 124 and 125 of the Articles of Association of the Company and in accordance with the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII as amended up to date and/or any statutory statements, modifications or re-enactment thereof, the consent of the members of the Company, be and is hereby accorded to the re-appointment of Mr. T. C.

Goyal, as a Managing Director of the Company, for a period of five (5) years with effect from 1st March, 2008 on the terms and conditions including remuneration, authorities, powers, duties and responsibilities as contained in the draft agreement which is hereby specifically sanctioned with liberty and authority to the Board of Directors to alter, vary, modify and revise the terms and conditions including remuneration of the said appointment and/or

Mgmt.

NO

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DNA

Agreement in such manner and from time to time, as may be agreed between the Board and Mr. T. C. Goyal in conformity with Schedule XIII of the Companies Act, 1956 including any amendments/modifications made hereafter in this regard. RESOLVED FURTHER THAT the terms and conditions of reappointment, agreement, remuneration, powers, duties and responsibilities specified in the Explanatory Statement may be altered, varied and revised, from time to time, by the Board of Directors of the Company, including any Committee thereof, as it may; in its discretion deem fit, so as not to exceed the limits specified in Section.309 and Schedule XIII to the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time. RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorized to do all such acts, deeds, things, to enter into such agreement, deed of amendment or any such document as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.

Mgmt.

NO

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To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (the Guidelines), the provisions of the Income Tax Act, 1961 and Guidelines issued thereunder and such other provisions of law and other statutory requirements as applicable, the Employees Stock Option Scheme 2006 of the Company as approved by the Members at the Extraordinary General Meeting held on 20th April 2006 and subsequently modified by the Members at the Extra-ordinary General Meetings held on 4th January and 15th February 2007, respectively (hereinafter referred to as Pre-IPO Scheme), be and is hereby ratified. RESOLVED FURTHER THAT the Board of Directors of the Company, or any Committee thereof, be and is hereby authorized to issue and allot such number Of Options, which have not yet been granted, within the aggregate limits of the Pre-IPO Scheme being pari passu with the existing Equity Shares Of the Company in all respects, as it may decide, to the "Employees of the Company at par value and

other terms and conditions as the Board may in its absolute discretion deems fit keeping in view the Pre-IPO Scheme and the requirements of the Guidelines. RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and are hereby authorized to take necessary steps for listing of the shares allotted / to be allotted under the Pre-IPO Scheme, on the Stock Exchanges where the Company's shares are listed as per the terms and conditions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules, and regulations. RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors or any Committee thereof, be and is hereby authorized, to do all things necessary, expedient and requisite and to take such action as may be necessary or expedient to formulate, amend, alter, adopt any modifications or redefine the proposal or scheme or plan of Employees Stock Option based on the guidelines issued by the Securities and Exchange Board of India or any other statutory authority(ies) from time to time or otherwise and to settle all questions and difficulties that may arise during the course of implementing the resolution. RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to delegate all or any of the powers herein conferred including the power to sub-delegate to any

Committee of the Board to
give effect to the aforesaid
resolution.

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | | <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT further to ratification of The Employees Stock Option Scheme 2006 (Pre-IPO Scheme) by the members at Item No. 10 hereinabove, the Board of Directors, or any Committee thereof, be and is hereby authorized to issue and allot such number of Options, which have not yet been granted, within the aggregate limits of the Employees Stock Option Scheme 2006 (Pre-IPO Scheme), being pari passu with the existing Equity Shares of the Company, to such Employees of Subsidiary(Cies) of the Company on such terms and conditions as it may in its absolute discretion deems fit keeping in view the Employees Stock Option Scheme 2006 and the requirements of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorized to take necessary steps for listing of the shares allotted / to be allotted to the such Employees of the Subsidiary(ies) of the Company under the Pre-IPO</p> | Mgmt. | NO | DNA | DNA |

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| Company Name | Symbol | ISIN | Date | Location | Description | Action | Response | Outcome | Notes |
|-----------------|------------|---------------|-----------|-----------|---|--------|----------|---------|-------|
| g Auto mited | ANGA IN | B03JLP5 IN | 9/27/2007 | New Delhi | Scheme, on the Stock Exchanges where the Company's shares are listed as per the terms and conditions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations and to do all such acts, deeds and things as may be necessary or expedient in this regard. | Mgmt. | NO | DNA | DNA |
| | | | | | To receive, consider and adopt the Audited Balance Sheet as at 31st March 2007 and Profit and Loss Account of the Company for the year ended 31st March, 2007 and the reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Mr. Manoj Gupta who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To declare dividend on equity shares for the financial year ended March 31, 2007. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint M/s Sandesh Jain & Co., Chartered Accountants, the retiring Auditors as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration. | Mgmt. | NO | DNA | DNA |
| | | | | | To consider and if thought fit, pass with or without any modification(s) the following resolution, as an Ordinary Resolution: RESOLVED THAT in modification of the resolution passed earlier, by the company pursuant to the provisions of section 293 (1) (d) of the Companies Act, 1956, the consent of the member of the Company in terms of the aforesaid section | Mgmt. | NO | DNA | DNA |

of the Act be and the same is hereby accorded to the Board of Directors of the company (the Board) to borrow from time to time for the purpose of the company's business any sum or sums of money as it may deem proper notwithstanding that the moneys already borrowed by the Company, if any, (apart from temporary loans obtained from the company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid-up capital of the company and its free reserves, if any, that is to say, reserves not set apart for any specific purpose provided that the total amount of the moneys to be so borrowed by the Board together with money already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed Rs. 260.00 (Rupees Two Hundred Sixty Crores only) outstanding at any time and that for the implementation of this Resolution the Board may act through any member thereof or any other persons duly authorised by the Board in that behalf

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2007 and Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Report of the Board of Directors and the Auditors thereon.

To declare dividend for the year ended March 31, 2007 on the Equity Shares.

| | | | | | | | | |
|---------------------------|---------|---------------|-----------|-----------|-------|----|-----|-----|
| robindo arma imited | ARBP IN | 6702634 IN | 9/27/2007 | Hyderabad | Mgmt. | NO | DNA | DNA |
| | | | | | Mgmt. | NO | DNA | DNA |
| | | | | | Mgmt. | NO | DNA | DNA |

To appoint Mis. S.R. Batliboi & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

RESOLVED that Mr. M. Sitarama Murthy, who has consented to act as Director if appointed, be and is hereby appointed as a Director of the Company, to fill the vacancy caused by retirement of Mr. V.S. Janardhanam in respect of which vacancy the Company has received a notice in writing pursuant to Section 257 (1) of the Companies Act,1956, from a Member of the Company proposing the appointment of Mr. M. Sitarama Murthy as Director of the Company and whose period of office shall be liable to determination by the retirement of Directors by rotation.

Mgmt.

NO

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To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

RESOLVED that Dr. P. L. Sanjeev Reddy who has consented to act as Director if appointed, be and is hereby appointed as a Director of the Company, to fill the vacancy caused by retirement of Dr. K.A. Balasubramanian in respect of which vacancy the

Mgmt.

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Company has received a notice in writing pursuant to Section 257(1) of the Companies Act, 1956, from a Member of the Company proposing the appointment of Dr. P. L. Sanjeev Reddy as Director of the Company and whose period of office shall be liable to determination by the retirement of Directors by rotation.

To consider and if thought fit, to pass, with or without modification (s), the following Resolution as an Ordinary Resolution: RESOLVED that Mr. P. Sarath Chandra Reddy, who has consented to act as Director if appointed, be and is hereby appointed as a Director of the Company, to fill the vacancy caused by retirement of Mr. B.

Sivaprasad Reddy in respect of which vacancy the Company has received a notice in writing pursuant to Section 257 (1) of the Companies Act,1956, from a Member of the Company proposing the appointment of Mr. P. Sarath Chandra Reddy as Director of the Company and whose period of office shall be liable to determination by the retirement of Directors by rotation.

Mgmt.

NO

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To consider and if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution: RESOLVED that pursuant to Section 31 and other applicable provisions of the Companies Act, 1956 the Articles of Association of the Company be and are hereby amended in the manner set out below:

Mgmt.

NO

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1. a. The following Article I(ii) (c) be deleted: Agreement shall mean the Shareholders Agreement dated February 1, 2004 between the Company, Promoters and Merlion and any modifications thereto which have been agreed to in writing by all Parties from time to time, and shall include all attachments, annexures and schedules to the Agreement.

b. The following Article I(ii) (h) be deleted: Majority Affirmative Vote means the consent of the nominee

Director of Merlion (or his/her alternate) unless there are more than two Private Equity Investors and the nominee Director of Merlion (or his/her alternate) refuses consent, in which case any two Private Equity Investors voting in favour will constitute

Majority Affirmative Vote;

c. The following Article I(ii) (j) be deleted: Merlion means Merlion India Fund I Limited a Company incorporated under the laws of the Republic of Mauritius and having its registered office at TM

Building, Pope Hennessy Street, Port Louis, Mauritius

d. The following Article I(ii) (k) be deleted: Merlion Shares shall mean 2,370,000 fully paid-up equity shares of the Company issued and allotted in terms of the Agreement.

e. The following Article I(ii) (p) be deleted: Private Equity Investors shall collectively mean and include Templeton Strategic Emerging Markets Fund, Merlion, and any other financial investor(s) who subscribe(s) to an aggregate of up to four million equity shares in tranche(s) by

preferential allotment in terms of the . Agreement; Subject to the above amendment, the sub numbers in Article I(ii) be renumbered.

2. The following Article 2A be deleted: In the event of any contradiction between Articles 24-A, 24-B, 24-C, 26-A, 39-A, 39-B, 55-A, 55-B, 80-A and/or 80-B and the other Articles, the provisions of Articles 24-A, 24-B, 24-C, 26-A, 39-A, 39-B, 55-A, 55-B, 80-A and 80-B shall prevail.

3. The following Article 24A be deleted: Notwithstanding anything that may be contained in these Articles, Merlion shall have the right to participate, in proportion to its shareholding in the Company, in any future issue of equity shares on the same terms and conditions as granted to any other new or existing Member provided that such right is exercised by Merlion within 7 days of the Company informing Merlion of the proposed issue with relevant details and provided further that for 18 months from February 14, 2004, the Company shall not issue equity and/or equity linked instruments at a price lower than the price offered to Merlion and/or with rights that are materially superior to the ones given to Merlion in terms of the Agreement.

4. The following Article 24B be deleted: Subject only to regulatory and procedural feasibility, notwithstanding anything that may be contained in these Articles, Merlion shall have a tag-along right proportionate to

Merlion's shareholding in the Company in the event of any sale by the Promoters that would result in the aggregate shareholding of the Promoters falling below the threshold mentioned in the Agreement.

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| <i>Issuer of Exchange Portfolio Ticker Security Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|--|--------------|---|------------------------------------|-----------------------------------|--|---|------------------------|---|
|--|--------------|---|------------------------------------|-----------------------------------|--|---|------------------------|---|

5. The following Article 24C be deleted: Subject only to applicable laws, notwithstanding anything that may be contained in these Articles, if any Shares or other securities of the Company are listed or proposed to be listed on one or more stock exchanges overseas, the Company shall take all steps, do all such things, execute all such writings and make all regulatory applications and filings as may be required by law for permitting or facilitating the unrestricted sale and distribution of the Merlion Shares on such exchanges such that the Merlion Shares are freely transferable on such stock exchanges. In connection therewith, Merlion will be entitled to demand any piggyback registration rights to be exercised at any time at the discretion of Merlion, and for this purpose the Company and Merlion shall negotiate and execute a Registration Rights Agreement in customary form and on customary terms and conditions, within thirty (30) days after such request by Merlion.

6. The following Article 26A be deleted: Notwithstanding anything that may be contained in these Articles, all the rights and obligations of Merlion under the Agreement shall terminate and relevant

definitions contained in Article 1(ii), as well as Articles 24-A, 24-B, 24-C, 39-A, 39-B, 55-A, 55-B, 80A and 80-B of the Articles of Association of the Company shall be deemed to be deleted without any further act or deed, upon the earlier of (i) expiry of 5 years from the date of allotment of Merlion shares or (ii) the shares held by Merlion and its affiliates falling below 1,580,000 shares or (iii) a change in control of Merlion shares from Standard Chartered Plc or its affiliates to any other Person without the prior written consent of the Company, such consent not to be unreasonably withheld.

7. The following Article 39A be deleted: Notwithstanding anything that may be contained in these Articles, MerLionshall have the right to nominate a Director (and the alternate director for this Director) on the Board for a period of 5 years from February 14, 2004, unless its shareholding falls below 1,580,000 Shares.

MerLionshall ensure that its nominee Director (1) shall not, during the tenure of his/her Directorship in the Company, is a director on the board of any competitor Company and, (2) shall at all times keep confidential all proprietary information of the Company. For the purposes of these Articles, a competitor shall mean any company whose primary business is the manufacture of pharmaceutical products.

8. The following Article 39B be deleted: Notwithstanding

anything that may be contained in these Articles, Merlion shall have the right to recommend by written notice to the Company the removal of their nominee Director (or his/her alternate, as the case may be) at any time, and the appointment of another person in his/her place and to fill any vacancy in the office of such nominee Director/alternate Director.

9. The following Article 55A be deleted: Notwithstanding anything that may be contained in these Articles, at least 7 (seven) days notice of each Board meeting shall be given to Merlion's nominee Director, in the event that the business to be transacted at such meetings includes any of the matters set out in Articles 80-A and 80-B of the Articles of the Company unless Merlion's nominee Director agrees to a shorter notice. The agenda setting out in reasonable detail the items of business proposed to be transacted at such meetings of the Board (the Agenda) shall be sent to the Merlion nominee Director (and his/her alternate) at least 7 days before the date of each such meeting of the Board. In general, the items not specified in the Agenda may not be discussed at any Board meeting. However, in circumstances where the Chairman considers it fit and expedient to do so, items not specified in the Agenda may also be discussed at a Board meeting so long as the same do not include any of the matters set out in Articles 80-A and 80-B of the Articles

of the Company. For any matter other than the matters set out in Articles 80-A and 80-B of the Articles of the Company, the nominee Director of Merlion will also be duly informed of the agenda prior to the meeting of the Board. Quorum for Board meetings of the Company which deal with any of the matters set out in Articles 80-A and 80-B of the Articles of the Company shall require the presence of the Director nominated by Merlion. In the event that quorum is not present within half an hour of the time appointed for holding the meeting, for any reason whatsoever, the meeting shall stand adjourned to the same day in the next week (or such other later date as the Chairman may decide) at the same time and place and the Directors present at such adjourned meeting shall constitute a quorum provided that: a. written notice of the adjournment was given to the Merlion nominee Director and his/her alternate at their usual address for service of notices of Board meetings not less than five (5) days before the date of the adjourned meeting; b. no agenda items are considered at the adjourned meeting which were not on the Agenda for the meeting which was adjourned; and c. the requisite quorum as per the Act is present.

10. The following Article 55B be deleted: Notwithstanding anything that may be contained in these Articles, pursuant to a meeting convened in accordance with Article 55-A above, in the

event that the Merlion nominated Director (and his/her alternate) choose to absent themselves from such adjourned meeting of the Board where their affirmative vote is required, then their affirmative vote and/or consent, as the case may be, to the resolutions to be tabled at the said meeting will, subject to the above Article 55-A, be deemed to have been given and the resolutions will be accordingly adopted by the Board and/or the Company as the case may be.

11. The following Article 80A be deleted: Notwithstanding anything that may be contained in these Articles, the Company shall, in respect of, (i) any amendment to its Memorandum and Articles of Association, (ii) voluntary winding-up or dissolution, (iii) any merger or any acquisition that is greater than 10% of its market cap, (iv) any transfer of Promoter Shares in contravention of the Agreement, (v) any sale or disposal of its whole or any substantial assets, (vi) any change in its business other than healthcare and/or (vii) any delegation of any of these matters, obtain the affirmative vote of the nominee Director of Merlion at a meeting of the Board convened in accordance with Articles 55-A and 55-B, failing which the matters referred to in this Article 80-A shall not be put to vote at a shareholders meeting of the Company.

12. The following Article 80B be deleted: Notwithstanding anything that may be

contained in these Articles, the Company shall, in respect of, (i) the appointment of any director other than Directors appointed by Promoters, nominee directors of financial institutions and Private Equity Investors, (ii) . any capital expenditure greater than 7.5% of sales or Rs.500 million whichever is higher in the aggregate in any financial year, (iii) the appointment of any relative as defined under the Act to the top 10 key management positions, (iv) any buy back of its shares, (v) the issuance of any equity or equity-linked instruments other than as set out in the Agreement, (vi) the appointment or changing of the big four statutory auditor and/or (vii) any delegation of the above matters, obtaining the Majority Affirmative Vote at a meeting of the Board convened in accordance with Article 55-A and 55-B of the Articles of Association of the Company, failing which the matters referred to in this Article 80-B shall not be put to vote at a shareholders meeting of the Company.

To receive, consider and adopt the Balance Sheet as at 31 March 2007, Profit & Loss Account for the year ended on that date, the Auditors report thereon and the Director s Report for the Financial year 2006-7.

To appoint a Director in place of Shri M. S Velma, who retires by rotation and is eligible for reappointment.

To appoint a Director in place of Shri G. P. Gupta, who retires by rotation and is eligible for reappointment.

PTC
India
limited

PTCIN
IN

B00L819
IN

9/28/2007

New
Delhi

Mgmt.

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|---|--------------|-----------|------------|------------|
| <p>To appoint a Director in place of Shri P. Abraham, who retires by rotation and is eligible for reappointment.</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DNA</p> |
| <p>To consider and if thought fit, to pass with or without modification(s), the following resolution for dividend for the Financial Year 2006-2007 as Special Resolution RESOLVED THAT pursuant to Section 205 and other applicable provisions of the Companies Act 1956, dividend at the rate of 10% be and is hereby declared for the financial year 2006-07, out of the profits of the Company on the 15 crore equity shares of Rs. 10/- each fully paid up, aggregating to Rs. 1,50,00,00.000 to be paid as per the ownership as on closing hours on 14th September 2007 .</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DNA</p> |
| <p>To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment and fixation of the remuneration for the Statutory Auditors for the Financial Year 2007-2008 as Special Resolution: RESOLVED THAT pursuant to the provisions of Section 224A of the Companies Act, 1956, M/s T. R. Chadha & Co. Chartered Accountants, B-30, Connaught Place, Kuthaila Building, New Delhi be and is hereby appointed as the Auditors of the Company for the Financial Year 2007-2008 to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DNA</p> |

determined by the Board of Directors of the Company.
RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take necessary actions in this regard.

To appoint Shri R..G, Yadav (who in pursuance of section 260 of the Companies Act, 1956 was appointed as an Additional Director by the Board of Directors to hold the office of Director only up to the date of this meeting), as Director, as a nominee of Powergrid Corporation of India Limited

(POWERGRID), in respect of whom the Company has received a notice in writing from a member proposmg his candidature for the office of Director and to move the following resolution as an ordinary Resolution:

RESOLVED THAT pursuant to Section 257 of the Companies Act, 1956, Shri R..G. Yadav be and is hereby appointed as a Director of the Company as a Nominee of Powergrid Corporation of India Limited (POWERGRID) and shall be liable to retire by rotation.

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| <i>Number of Exchange Portfolio Ticker Security Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|--|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | <p>To consider and if thought fit, to pass with or without modification (s), the following resolution for amendment to the Articles of Association of the Company as Special Resolution: Resolved that pursuant to section 31 and other applicable provisions, if any, of the companies Act, 1956 and subject to such approvals as may be necessary from appropriate authorities and subject to such conditions! modifications, if any, as may be prescribed by the appropriate authorities in granting such approvals, which may be agreed to by the Board of Directors, the Articles of Association of the Company be and are hereby altered as follows:-</p> <p>A. Article 10 of the Articles of Association of the Company be substituted by the following new Article 10:- Article -10 Issue of shares Issue of capital shall be made as per the provisions of the Act.</p> <p>B. Article 13 (Further issue of capital) of the Articles of Association of the Company is deleted C. Article 113(i) of the Articles of Association of the Company be substituted by the following new article 113(i):- 113(i) Nominee Directors</p> <p>Any shareholder holding more than 10% shareholding of the Company shall be entitled to nominate a part-time Director</p> | Mgmt. | NO | DNA | DNA |

on the Board of the Company
by a notice in writing
addressed to the Company. D.

Article 135 (Restrictions on
the power of the Board) of the
Articles of Association of the
Company is deleted.

E. Existing clauses of the
Article 136 be deleted and
existing Article 136 is
substituted by the following:

Article 136 Approval
Through Special Resolution

The following matters shall be
decided in the General Body
Meeting of the Company by
passing special resolutions:-

(i) To sell or otherwise
dispose of the whole or
substantially the whole of the
undertaking of the Company.

(ii) Any proposal to merge the
Company with another
economic organization.

F. Article 162 (Inspection of
accounts or records by
members) of Articles of
Association of Company is
deleted.

G. Article 178 (Promoters
Agreement) of the Articles of
Association of the Company
be substituted by the
following new Article 178.

After Incorporation, the
Company shall adopt the
Promoters Agreement
executed among
POWERGRID, NTPC and
PFC on 8th April, 1998 for
formation of this Company
and supplement thereof dated
29th November, 2002. Upon
adoption of the Promoters
Agreement including any
amendment thereto or
supplement thereof, the
Company shall be bound by
the same and shall give effect
to the terms thereof as by law
permits except when there is

any inconsistency between the provisions of Promoters Agreement (including its supplement) and Articles of Association, in which the provisions of the Articles of Association shall prevail.

To consider and, if thought fit, to pass with or without modification, the following resolution for augmentation of capital base of the Company as a special resolution:-

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Resolved that in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Article of Association of the Company and the regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (SEBI) or any other relevant authorities from time to time, to the extent applicable and subject to such consents, permissions, sanctions and other such approvals as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee thereof/ Managing Director for the time being exercising the powers conferred on the Board by this resolution) or as may be prescribed or made, while granting such consents and approvals and which may be agreed to by the Board, the

consent of the Company be and is hereby accorded to the Board to offer, issue and allot from time to time in one or more tranches, in the course of domestic/ international offerings to Domestic/ Foreign Institutional Investors, Companies, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Non-Resident Indians, Pension Funds, individuals, public at large, Qualified Institutional Buyers (as defined by the Securities and Exchange Board of India (DIP) Guidelines) or otherwise, whether shareholders of the Company or not, through a public issue and/ or on a private placement basis (including placement to Qualified Institutional Buyers under Chapter XIII A of SEBI DIP Guidelines), with or without any green shoe option, shares or any other permissible securities including but not limited to Global Depository Receipts, Foreign Currency Convertible Bonds

(Hereinafter collectively referred to as Securities), for cash, at such price or prices, in such a manner and on such terms and conditions as the Board may, in its absolute discretion, decide at the time of issue of Securities. The total issue size raised through the aforesaid Securities should not exceed Rs. 1,200 crores or its equivalent at a price as may be determined by the Board of Directors after complying with the relevant guidelines. To consider and if thought fit, to pass with or without modification(s), the

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| ujana owers imited | SUTL IN | B23PHC6 IN | 10/4/2007 | Hyderabad | <p>following resolution for decision on shareholding level of PTC in PTC India Financial Services Limited (a Company promoted by PTC) as Ordinary Resolution: RESOLVED THAT pursuant to the applicable provisions of Companies Act 1956 and Articles of Association of the Company, the consent be and is hereby granted that shareholding level of PTC in PTC India Financial Services Limited (PFS) be not less than 26%.</p> <p>To receive, consider and adopt the audited balance sheet of the Company as at 30th June, 2007 and the profit and loss account for the period ended 30th June, 2007 and the Reports of the Directors and Auditors thereon.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To appoint a Director in place of Shri Y. S. Chowdary, who retires by rotation and being eligible, offers himself for re-appointment.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modifications(s), the following resolution asan Ordinary Resolution: RESOLVED that Mis. Price Waterhouse,Chartered Accountants, Hyderabad, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors, in</p> | Mgmt. | NO | DNA | DNA |

place of Mis T. Raghavendra & Associates, Chartered Accountants, who expressed their inability to continue as Statutory Auditors of the Company due to their pre-occupation.

To consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution. RESOLVED that Shri K. S. Purohit who was appointed as an Additional Director of the Company with effect from 28.04.2007 and holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company under Section 257 of the Companies Act, 1956 who shall be liable to retire by rotation.

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To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution. RESOLVED that Shri A. S. Anand Kumar who was appointed as an Additional Director of the Company with effect from 28.04.2007 and holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company under Section 257 of the Companies Act, 1956 who shall be liable to retire by rotation.

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To Consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution. RESOLVED that pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any,

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of the Companies Act, 1956 and subject to the approval of Central Government, if necessary, Shri G.Srinivasa Raju, Director of the Company be and is hereby appointed as Managing Director of the Company for a period of 5 years w.e.f. 28.04.2007.

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution. RESOLVED that Shri V.S.R Murthy who was appointed as an Additional Director of the Company with effect from 3rd September 2007 and holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company under Section 257 of the Companies Act, 1956

RESOLVED further that pursuant to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of Central Government, if necessary, Shri V.S.R Murthy, who was appointed as Director (Finance) of the Company with effect from 03.09.2007 be and is hereby appointed as Director (Finance) of the Company for a period of 5 years w.e.f. 03.09.2007. Resolved further that Shri V.S.R Murthy, be and is hereby entitled for the following remuneration: RS.24,00,000/- per annum payable on a monthly basis, with effect from the date of his appointment i.e., 3rd September 2007. He is also entitled for all such types of

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perquisites as may be allowed under Companies Act, 1956. To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution. RESOLVED that Shri M. V. Bhaskara Rao who was appointed as an Additional Director of the Company with effect from 03.09.2007 and holds office upto the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company under Section 257 of the Companies Act, 1956 who shall be liable to retire by rotation.

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To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution: RESOLVED that pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 the Authorised Share Capital of the Company be increased from Rs.26,05,00,000/- (Rupees Twenty Six Crores Five Lakhs only) divided into 4,01,00,000 (Four Crores One Lakh only) Equity Shares of Rs.5/- (Rupees Five only) each and 6,00,000 Preference Shares of Rs.100/- (Rupees One Hundred Only) each to Rs.50,00,00,000/- (Rupees Fifty Crores only) . divided into 8,80,00,000 (Eight Crores and Eighty Lakhs only) Equity Shares of Rs.5/(Rupees Five only) each and 6,00,000 (Six Lakhs only) Preference Shares of Rs.100/(Rupees One Hundred only) each by further creation of 4,79,00,000 (Four Crores and

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Seventy Nine Lakhs only)
Equity Shares of Rs.5/-
(Rupees Five only) each.
RESOLVED further that the
Clause V(a) of the
Memorandum of Association
of the Company and
Article No.3 of Articles of
Association of the Company
be altered as follows: The
Authorised Share Capital of
the Company is
Rs.50,00,00,000/- (Rupees
Fifty Crores only) divided into
8,80,00,000 (Eight Crores and
Eighty Lakhs only) Equity
Shares of RS.5/ (Rupees Five
only) each and 6,00,000 (Six
Lakhs only) Preference Shares
of Rs.100/-(Rupees One
Hundred only) each.

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|---|--|---|--------------------|---------------------------------------|
| | | | | | To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution: RESOLVED that the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors/Committee thereof to mortgage and/or charge, in addition to the mortgages/ charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as, the Board may determine, all or any of the moyable or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to takeover the management of the business and concern of the Company in certain events of default in favour of any Bank(s) and/or Financial Institution(s) for securing the loans sanctioned or to be sanctioned by them as per the terms and conditions stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the respective Banks(s)/Financial Institution(s). RESOLVED further that for the purpose of giving effect to this resolution, the Board/ | Mgmt. | NO | DNA | DNA |

Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion thinks necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard thereto.

To Consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution. RESOLVED that in partial modification of the resolution passed at the Extra Ordinary General Meeting of the Members of the Company held on 27.04.2007, the consent of the Company under the provisions of section 293(1)(d) of the Companies Act, 1956 be and is hereby accorded to the Directors of the Company /Committee thereof to borrow monies from time to time, but so that the monies to be borrowed together with the monies already borrowed by the Company, for the time being (apart from temporary loans obtained from Company s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specific purpose, but shall not exceed the amount of Rs.500 Crores (Rupees Five Hundred Crores only) at anyone time.

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To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution: RESOLVED that pursuant to Section 81 (1A) and other applicable provisions, if any, of the

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Companies Act, 1956,
(including any statutory
modification (s) or
re-enactments thereof, for the
time being in force) and
enabling provisions in the
Memorandum and Articles of
Association of the Company,
Foreign Exchange
Management Act, 2000, the
Listing Agreement entered
into by the Company with the
Stock Exchanges where the
Shares of the Company are
listed and the prevailing
Statutory guidelines and
subject to the approval of the
Financial Institutions (FIs),
Securities and Exchange
Board of India (SEBI),
Reserve Bank of India
(RBI) and all other concerned
authorities, if any and to the
extent necessary and such
other approvals, permissions
and sanctions as may be
necessary and subject to that
conditions and modifications
as may be prescribed or
imposed by any of them while
granting such approvals,
permissions and sanctions
which may be agreed to, by
the Board of Directors of the
Company (hereinafter referred
to as Board) and / or a duly
authorized Committee thereof
for the time being exercising
the powers conferred by the
Board, the consent of the
Company be and is hereby
accorded to the Board to
create, issue, offer or allot
either at par or at premium
(issue price being not less
than the price as arrived at), in
accordance with the terms of
Chapter XIII of SEBI
(Disclosure and Investor
Protection) Guidelines, 2000,
either in for cash or for

consideration other than cash or in satisfaction of a genuine debt, as may be deemed most appropriate by the Board, equity shares and / or convertible debentures (fully or partly) and / or, all or any of the aforesaid with or without detachable or non detachable warrants and/or warrants of any nature compulsorily convertible into equity shares at a later date or any other financial instruments compulsorily convertible into equity at a later date and /or secured premium notes, and/or Floating Rate Notes/Bonds and/or any other financial instruments (hereinafter for brevity's sake referred to as Securities) to be subscribed either in rupees/foreign currency(ies) as the Board at its sole discretion may at any time or times hereinafter decide which Securities when issued or allotted or converted in case of compulsorily convertible warrants would ultimately result in an increase in the paid up equity share capital of the Company upto an amount not exceeding Rs.4.00 Crores in addition to the existing paid up equity share capital of Rs.19.47 Crores to the existing members of the Company and / or promoter group members (which term shall include directors, promoter directors, their families, relatives, friends and associates) and / or non promoters and / or strategic investors and / or Financial Institutions /Banks either directly or through conversion of existing loans and / or interest on such loans

whether resident in India (individuals as well as bodies corporate) or Non Resident Indians, Mutual Funds, Debenture holders, Employees, Foreign Institutional Investors(FIIs), Companies, other entities/authorities and to such other persons whether through public issue, rights issue, private placement, exchange of Securities, conversion of loans or otherwise and for general corporate purposes including capital expenditures, working Capital requirements, strategic investments, any mergers, amalgamations, acquisitions, re-organizations or arrangements or any other re-organizations as the Board may deem fit and/or by anyone or more or a combination of the above modes/methods or otherwise and in one or more tranches, with or without voting rights in General Meetings/Class Meetings of the Company as may be permitted under the prevailing laws at such price or prices, or in such manner as the Board or Committee thereof may on its absolute discretion think fit in consultation with the lead managers, underwriters, advisors and such other persons and on such terms and conditions including the number of Securities to be issued, face value, premium, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the number of equity shares to be allotted on conversion/

redemption/extinguishment of debts, exercise of rights attached with warrants, the ratio of exchange of shares and/or warrants and/or any other financial instrument, period of conversion fixing the record date or book closure and related or incidental matters ,

RESOLVED further that in the event of issue of equity shares and / or convertible warrants and / or any securities through preferential allotment, the relevant date for this purpose will be 4th September, 2007 as per the provisions of SEBI

(Disclosure and Investor Protection) Guidelines, 2000 as amended from time to time ,

RESOLVED further that such of these Securities to be issued as are not subscribed may be disposed of by the Board/Committee thereof, to such persons and in such manner and on such terms as the Board or the Committee may in its all absolute discretion think most beneficial to the Company including offering or placing them with Banks / Financial Institutions /Investment Institutions / Mutual Funds / Foreign Institutional Investors or such other persons or otherwise as the Board or Committee thereof may in its absolute discretion decide .

RESOLVED further that the consent of the Company be and is hereby given to the Board of Directors in terms of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 to mortgage and/or charge in addition to the

mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such time and such terms as the Board may determine, all or any of the movable or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default in favour of the agents and Trustees/Lenders for securing the Securities (if they comprise fully/ partly secured Convertible Debentures and/ or secured Non Convertible Debentures with or without detachable or Non-Detachable warrants or secured premium notes, floating rate notes/bonds or other secured debt instruments) together with interest, further interest thereon, compound interest in case Of default, accumulated interest, remuneration of the Trustees, premium (if any) on redemption, all other costs, charges and expenses payable by the Company in terms of the Trust Deed/other documents to be finalised and executed between the Company and the agents and Trustees/Lenders and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the agents and Trustees/Lenders .

RESOLVED further that for

the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilisation of the proceeds of issue of the securities and further to do all such acts, deeds, matters and things in respect of appointment of lead managers, registrars, bankers, trustees, agents, lenders, brokers and underwriters and to finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient as it may deem fit .

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | | To consider and if thought fit, to pass with or without modifications, the following resolution as Special Resolution: RESOLVED that pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and Scheme of Arrangement and Amalgamation for Transfer of Towers Division of Sujana Metal Products Limited, Hyderabad to the Company, approved by the Hon'ble High Court of Andhra Pradesh vide its Order dated 10th April, 2007, which came into effect from 4th May 2007, (including any statutory modification (s) or re-enactments thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company, Foreign Exchange Management Act, 2000, the Listing Agreement entered into by the Company with the Stock Exchanges where the Shares of the Company are listed and the prevailing Statutory guidelines and subject to the approval of the Financial Institutions (FIs), Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and all other concerned authorities, if any and to the extent necessary and such other approvals, permissions and sanctions as may be | Mgmt. | NO | DNA | DNA |

necessary and subject to that conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to, by the Board of Directors of the Company (herein after referred to as Board) and / or a duly authorized Committee thereof for the time being exercising the powers conferred by the Board, the consent of the Company be and is hereby accorded to the Board of Directors to issue and allot the Optionally Fully Convertible Debentures (OFCDs) (hereinafter for brevity sake referred to as Securities) worth of RS.800 Lakhs to IFCI Limited, Hyderabad, either at par or at premium (issue price being not less than the price as arrived at), in accordance with the terms of Chapter XIII of SEBI (Disclosure and Investor Protection) Guidelines, 2000, when converted into equity would ultimately result in an increase in the paid up equity share capital of the Company upto an amount not exceeding Rs.30 Lakhs in addition to the existing paid up equity capital of the Company, through conversion of existing loans sanctioned to Sujana Metal Products Limited which were transferred to Sujana Towers Limited pursuant to Scheme of Arrangement and Amalgamation for Transfer of Towers Division of Sujana Metal Products Limited, Hyderabad to the Company, as approved by the Hon ble High Court of Andhra Pradesh vide its Order dated

10th April, 2007, which came into effect from 4th May 2007 and / or interest on such loans through private placement as preferential allotment as the Board may deem fit with or without voting rights in General Meetings/Class Meetings of the Company as may be permitted under the prevailing laws at such price or prices, or in such manner as the Board or Committee thereof may on its absolute discretion think fit ,

RESOLVED further that the relevant date for the purpose of issue and allotment of OFCDs will be 4th

September, 2007 as per the provisions of Chapter XIII of SEBI (Disclosure and Investor Protection) Guidelines, 2000 as amended from time to time

RESOLVED further that for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue and allotment of the securities and further to do all such acts, deeds, matters and things and to finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient for the above purpose.

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution: RESOLVED that in accordance with the provisions of Section 81 (1A)

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and other applicable provisions, if any, of the Companies Act, 1956, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, the Operative Guidelines for Disinvestment of shares by Indian Companies in the Overseas Market through issue of ADRs/ GDRs as notified by the Government of India, Ministry of Finance, Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactments thereof for the time being in force), and also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and the provisions in the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the Shares of the Company are listed and subject to other approvals, consents, permissions and sanctions of the Government of India, Reserve Bank of India, Securities and Exchange Board of India and all other appropriate and/or concerned authorities, and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company

(Board , which term shall be deemed to include any committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), the consent of the members of the Company be and is hereby accorded to the Board of Directors to issue, offer and allot an international offerings any security including, Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) convertible into equity shares, Foreign Currency Convertible Bonds (FCCBs). warrants, convertible into depository receipts with underlying equity shares/equity shares (herein after referred to as securities) for an aggregate sum of upto US\$60 million or equivalent in Indian/or any other currency (ies) with such premium as may be appropriate, directly to foreign/ non-resident investors (where the institutions, bodies corporate, mutual funds, trusts, foreign institutional investors, banks and/or individuals or otherwise and whether or not such investors are members, promoters, directors or their relatives/associates, of the Company) without first offering to the existing shareholders, through public issues, private placements or a combination thereof at such time or times in such tranche or trenches at such price or prices, at such premium as may be appropriate to market price or prices in such manner and on such terms and

conditions as may be decided by the Board, wherever necessary in consultation with the lead managers, underwriters, advisors or through the subsidiaries, including by way of the initial public offer in Euro, US or other countries, so as to enable the Company to get listed at any stock exchanges in India and/or outside India .

INRESOLVED further that for the purpose of giving effect to the above resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may, in its absolute discretion deemed necessary or desirable and settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of securities.

RESOLVED further that the relevant date for the purpose of issue of securities in international offerings, including Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) convertible into equity shares, Foreign Currency Convertible Bonds (FCCBs), will be 4th September, 2007 as per the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 as amended from time to time ,

RESOLVED further that the Board is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOI/RBI or such

other appropriate authorities may impose at the time of their approval and as agreed to by the Board. RESOLVED further that without prejudice to the generality of the above, issue of securities in international offering may have all or any term or combination or terms in accordance with the international practices.

RESOLVED further that the Board is also entitled to enter into and execute all such arrangements/ agreements with the lead managers /underwriters/ guarantors/ depositary (ies)/ custodians/ advisors/ registrars and all such agencies as may be involved including by way of payment of commission, brokerage, fees, expenses incurred in cash or otherwise in relation to the issue of securities and other expenses, if any, or the like.

RESOLVED further that the Company and/or any agency or body authorized by the Company may issue GDRs/ADRs/FCCBs and/or other form of securities mentioned hereinabove or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in the capital markets. RESOLVED further that the securities issued in international offering shall be deemed to have been issued abroad in the markets and! or at the place of issue of the securities in the international markets and shall be governed

by English or American law as may be decided by the board. RESOLVED further that the Board be and is hereby authorize to finalise the mode and the terms of issue and allot such number of equity shares/securities as may be required to be issued and allotted upon conversion of any securities referred to in paragraph (s) above as may be necessary in accordance with the terms of offering and all such shares will rank pari passu with the existing equity shares of the Company in all respect. RESOLVED further that the Board do open one or more bank accounts in the name of Company, including escrow account, special purpose accounts etc., in Indian currency or foreign currency (ies) which such bank or banks in India and/or such foreign countries as may be required in connection with the aforesaid issue/ offer, subject to requisite approvals from the RBI and other overseas regulatory authorities, if any. RESOLVED further that such of this securities as are not subscribed, may be disposed off by the Board in its absolute discretion in such manner as the board may deem fit. RESOLVED further that for the purpose aforesaid, the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of proceeds, as it may in its absolute discretion deemed fit without being required to seek any

flJrtherconsent or approval of
the members or otherwise to
the end and intent that the
members shall be deemed to
have given their approval
thereto expressly by the
authority of the resolution.

RESOLVED further that the
Board be and is hereby
authorized to delegate all or
any of the powers herein
conferred in such manner as
they deem fit.

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| <i>Number of Folio Entity</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manag</i> |
|---------------------------------------|---------------------------------------|---------------|---|------------------------------------|---|--|---|------------------------|---------------------------------|
| can nicle ings | DECH IN | B1TS6J2 IN | 9/29/2007 | Secunderabad | To receive, consider and adopt the Audited Balance Sheet as at March 31, 2007 and Profit and Loss Account on that date and the reports of the Board of Directors and Auditors thereon. | Mgmt. | NO | DNA | DN |
| | | | | | To consider and approve the recommendation of the Board of Directors for treating the Interim Dividend of 50% declared and paid by the Company during the year as the Final Dividend for the financial year 2006-07. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a director in place of Mr. G Kumar who retires by rotation and being eligible offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a director in place of Mr. E Venkatram Reddy who retires by rotation and being eligible offers himself for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint auditors and to fix their remuneration and in this regard, to consider and if thought fit. to pass with or without modification(s), the following resolution as an Ordinary Resolution: To appoint Mis. CB. Mouli & Associates, Chartered Accountants, the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to authorize the Board to fix their remuneration. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint auditors and to fix their remuneration and in this | Mgmt. | NO | DNA | DN |

regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: To appoint Mis. CB. Mouli & Associates, Chartered Accountants, the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting and to authorize the Board to fix their remuneration. hereby accorded to the revision in the salary and reappointment of Mr. T Venkatram Reddy, Chairman from Rs. 180 lakhs per annum to Rs. 250 lakhs per annum for the period from 1.9.2006 to 31.08.2011.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary any of the terms and conditions relating to the remuneration payable to Mr. T Venkatram Reddy within the limits specified under the provisions of the Companies Act, 1956.

Increase in remuneration upon re-appointment and change in designation of Mr. T Vinayak Ravi Reddy: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the Act and subject to such approvals, if any, consent of the Company be and is hereby accorded a) to the revision in

Mgmt.

NO

DNA

DN

the salary and re-appointment of Mr: T Vinayak Ravi Reddy, Managing Director from Rs. 180 lakhs per annum to Rs. 250 lakhs per annum for the period from 1.9.2006 to 31.08.2011. b) to re-designate Mr. T Vinayak Ravi Reddy, Managing Director as Vice Chairman (an Executive Position) for the remaining tenure of his office (w.e.f. 27.04.2007) and with the other terms and conditions of his appointment and remuneration remain unchanged. RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary any of the terms and conditions relating to the remuneration payable to Mr. T Vinayak Ravi Reddy within the limits specified under the provisions of the Companies Act, 1956.

Increase in remuneration upon re-appointment and change in designation of Mr. P K Iyer: To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the Act and subject to such approvals, if any, consent of the Company be and is hereby accorded a) to the revision in the salary and re-appointment of Mr. P K Iyer, Executive Director from Rs. 180 lakhs per annum to Rs. 250 lakhs per annum for the period from 1.9.2006 to 31.08.2011. b) to re-designate Mr. P K Iyer,

Mgmt.

NO

DNA

DN

Executive Director as
Managing Director for the
remaining tenure of his office
(w.e.f. 27.04.2007) and with
the other terms and conditions
of his appointment and
remuneration remain
unchanged. RESOLVED

FURTHER THAT the Board
be and is hereby authorised to
alter and vary any of the terms
and conditions relating to the
remuneration payable to Mr. P

K Iyer within the limits
specified under the provisions
of the Companies Act, 1956.

Authorizing the Board to
borrow in excess of paid-up
capital and free reserves: To
consider and if thought fit, to
pass with or without

modification(s), the following
resolution as an Ordinary

Resolution: RESOLVED

THAT the consent of the
shareholders be and is hereby
accorded to the Board of
Directors of the Company
under section 293(1) (d) of the
Companies Act, 1956, to

borrow a nysum or sums of
monies from time to time
from Banks or Financial
Institutions or Body Corporate
or Mutual Funds or others
whether by way of

debentures, cash credit,
advance or deposits, loans or
bill discounting etc. not
withstanding the money or
monies to be borrowed,
together with the monies
already borrowed by the

Company (apart from
temporary loans obtained
from the Company's bankers
in the ordinary course of
business) may exceed the
aggregate of the paid up
capital of the Company and its
free reserves, that is to say,

Mgmt.

NO

DNA

DN

reserves not set apart for any specific purposes, provided however that the total amounts so borrowed shall not exceed Rs. 1000 Crores (Rupees One Thousand Crores Only). RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.

Alteration of article with respect to Common Seal of the company. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 31 and other applicable provisions of the Companies Act, 1956, Article 145 of the Articles of Association of the Company be and is hereby altered and substituted as follows: The seal shall not be affixed except by the authority of a resolution of the Board or a Committee of Directors and in the presence of one Director in whose presence the Seal shall have been affixed and countersigned by Managing Director or Secretary or such other person as may from time to time be authorised by the Managing Director or by the Board provided nevertheless that any instrument bearing the seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Director to issue the same.

Mgmt.

NO

DNA

DN

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| | | | | | | | | | |
|---------------|---------|-----------|--------------|--|---|-------|----|-----|----|
| B03D005 IN | | | | | To receive, consider and adopt the Audited Balance Sheet as at 31st March 2007 and the Profit and Loss Account for the year ended on 31st March 2007, together with the Director's Report and the Auditors' Report thereon. | | | | |
| | | | | | To declare dividend for the year ended March 31, 2007. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Ms. Kavita Prasad who retires by rotation and being eligible offers herself for reappointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Mr. M S Ramakrishna who retires by rotation and being eligible offers herself for reappointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint Auditors for the year 2007-08 till the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration M/s Satyanarayana & Co., Chartered Accountants the retiring auditors are eligible for reappointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint Mr. S N Rajesh as Director of the Company. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint Mr. J K Verma as Director of the Company. | Mgmt. | NO | DNA | DN |
| | | | | | To ratify the appointment of Mr. J K Verma as Whole Time Director. | Mgmt. | NO | DNA | DN |
| | | | | | To revise the borrowing powers of the Board | Mgmt. | NO | DNA | DN |
| | | | | | To increase authorised share capital of the Company. | Mgmt. | NO | DNA | DN |
| | | | | | To amend Clause V of the Memorandum of Association | Mgmt. | NO | DNA | DN |
| | | | | | To amend the Articles of Association | Mgmt. | NO | DNA | DN |
| | | | | | To issue Foreign Currency Convertible Bonds | Mgmt. | NO | DNA | DN |
| MISP IN IN | 6327372 | 9/28/2007 | Chhettisgerh | | To consider and adopt the Audited Balance Sheet as at 31st March 2007, Profit and Loss Account for the year | Mgmt. | NO | DNA | DN |

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| | | | | | | | | | |
|--------------------|--------|---------------|-----------|---------|---|-------|----|-----|----|
| | | | | | ended on that date, along with the Report of Directors and the Auditors thereon. | | | | |
| | | | | | To appoint a Director in place of Shri M. S Gujrat who retires by rotation and being eligible offers himself for reappointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Shri V. N. Kedia who retires by rotation and being eligible offers himself for reappointment. | Mgmt. | NO | DNA | DN |
| | | | | | To confirm payment of two interim dividends of 20% and 25%, declared on 30-10-2006 and 15-3-2007 respectively for the financial year 2006-07. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint auditors and fix their remuneration. | Mgmt. | NO | DNA | DN |
| un olle ited | ERR IN | B15CXR5 IN | 9/28/2007 | Chennai | To consider and adopt the Directors Report, Audited Profit and Loss Account for the year ended 31st March 2007, and the Balance Sheet as at 31st March 2007 and the Auditors Report thereon. | Mgmt. | NO | DNA | DN |
| | | | | | To declare Dividend. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Mr. Hari Eswaran who retires by rotation and is eligible for reappointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director in place of Dr. S Ramani who retires by rotation and is eligible for reappointment. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint Auditors to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Brahmayya & Co and M/s R Subramanian & Co the retiring Auditors are eligible for re-appointment. | Mgmt. | NO | DNA | DN |
| | | | | | Raising long term funds | Mgmt. | NO | DNA | DN |
| | | | | | Increase in borrowing limits | Mgmt. | NO | DNA | DN |

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|---|--|---|--------------------|---------------------------------------|
| SREI Infrastructure Finance Limited | SREI IN | 6296212 IN | 10/15/2007 | Kolkata | To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: Issue of Securities by way of Preferential allotment on private placement basis : RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) and relevant enabling provisions of Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the shares of the Company are listed and Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 as amended and subject to any approval, consent, permission and/or sanction of the appropriate authorities (hereinafter collectively referred to as the appropriate authorities) and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and/or sanction (hereinafter referred to as "the requisite approvals), and which may be agreed to by the Board of Directors of the Company | Mgmt. | NO | DNA | DN |

(hereinafter called the Board which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution with power to delegate such authority to such persons as the Board may deem fit and substitute such authority), the

Board be and is hereby authorised to create, offer, issue and allot, from time to time in one or more tranches, upto 2,50,00,000 Equity Shares and/or warrants entitling to apply for Equity shares or other securities convertible into or

exchangeable with equity shares (hereinafter referred to as the Securities) to be subscribed by bodies corporate, individuals or other entities forming part of the Promoters Group, whether or

not such investors are Members of the Company, under a preferential issue through offer letter and/or circular and/or information memorandum and/or such other documents / writings, in such a manner and on such terms and conditions as may be determined by the Board in

its absolute discretion, provided that the price of the Equity shares so issued or arising out of warrants shall be RS.100/- (including a premium of Rs. 90/-) per Equity share of RS.10/- each which is in excess of the price determined with respect to the Relevant Date i.e.

September 15, 2007 in accordance with the Guidelines for Preferential

Issues contained in
Chapter XIII of the Securities
and Exchange Board of
India. (Disclosure and Investor
Protection) Guidelines, 2000;

RESOLVED FURTHER
THAT the Equity shares so
issued and allotted directly
and/or as a result of
conversion of such warrants in
terms of this resolution shall
rank pari passu in all respects
with the then existing Equity
shares of the Company in all
respects; RESOLVED

FURTHER THAT for the
purpose of giving effect to the
above, the Board be and is
hereby authorised on behalf of
the Company to take all
actions and do all such deeds,
matters and things as it may,
in its absolute discretion,
deem necessary, desirable or
expedient to the issue or
allotment of aforesaid

Securities and listing thereof
with the Stock Exchange(s) as
appropriate and to resolve and
settle all questions and
difficulties that may arise in
the proposed issue, offer and
allotment of any of the said
Securities, utilisation of the
issue proceeds and to do all
acts, deeds and things in
connection therewith and
incidental thereto as the Board
in its absolute discretion deem
fit, without being required to
seek any further consent or
approval of the Members or
otherwise to the end and
intent that they shall be
deemed to have given their
approval thereto expressly by
the authority of this
resolution; RESOLVED F

URTHER THAT the Board be
and is hereby authorized to
delegate all or any of its

powers herein conferred to
 Committee of Directors
 and/or the Chairman and/or
 the Managing Director and/or
 any Executive Director and/or
 any Director of the
 Company-along. with the
 authority to these entities to
 further delegate all or any of
 such powers to anyone or
 more executives of the
 Company in order to give
 effect to the aforesaid
 resolution.

| | | | | | | | | | |
|-----------------------|-----------|------------|------------|---------------|---|-------|-----|-----|-----|
| Bharti Airtel Limited | BHARTI IN | 6442327 IN | 10/24/2007 | Postal ballot | To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION: Amendment of ESOP Scheme I Resolved that in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999, as amended, and any other laws for the time being in force, consent of the members of the Company be and is hereby accorded for amendment in Bharti Airtel Employee Stock Option Scheme I (ESOP Scheme I) by substituting the existing clause 12 relating to tax liabilities by the following clause: 12 TAX LIABILITIES 12.1 In the event of any tax liability or any other levies including Fringe Benefit Tax (FBT) arlsmg on account of the issue of options and / or allotment or transfer of the shares to the employee, the liability shall be that of the employee alone and shall be paid/reimbursed by the employee when due. The Company shall be entitled to recover taxes so levied from the concerned employees. | Mgmt. | YES | FOR | FOR |
|-----------------------|-----------|------------|------------|---------------|---|-------|-----|-----|-----|

12.2 All tax liabilities arising on disposal of the equity shares after exercise of options shall be borne by the employee. Resolved further that for the purpose of giving effect to the above resolution, the Board (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient in this regard.

To consider and if thought fit to pass the following resolution as a SPECIAL RESOLUTION:

Amendment of ESOP Scheme 2005 Resolved that in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999, as amended, and any other laws for the time being in force, consent of the members of the Company be and is hereby accorded for amendment in Bharti Airtel Employee Stock Option Scheme 2005 (ESOP Scheme 2005) by substituting the existing clause, 19.1 relating to tax liability by the following clause:

19.1 In the event of any tax liability or any other levies including Fringe Benefit Tax (FBT) levied by the government, arising on account of the issue of options and / or allotment or transfer of the shares to the employee, the liability shall be that of the employee alone and shall be paid / reimbursed by the employee when due. The Company shall be entitled to recover taxes as may be incurred by it with respect to

Mgmt.

YES

FOR

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| | | | | | | | | | |
|-------------------------------|--------|---------------|------------|------------------|--|-------|-----|-----|-----|
| Jaiprakash Associates Limited | JPA IN | B01GVY7 IN | 10/12/2007 | Postal ballot | <p>such employee.</p> <p>Resolved further that for the purpose of giving effect to the above resolution, the Board (including any committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient in this regard. Buy Back of Eight Crores Equity Sares of Jaiprakash Power Ventures Limited by the Company from ICICI Bank Ltd. Resolved that pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approvals of Financial Institutions and such other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to make an investment of up to Rs. 92 Crores (Rupees Ninety Two Crores only) to buy back up to 8,00,00,000 fully paid Equity Shares of Rs. 10/- each of Jaiprakash Power Ventures Limited at a price as may be determined in terms of the Shareholders and Buy Back Agreement dated 23rd July, 2005 read with its addendum dated 27th March, 2006, between the Company and ICICI Bank Ltd., notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans/ guarantees so far given by the Company along with the proposed investment may exceed 60% of the paid-up capital and free reserves of the Company or 100% of its free reserves, whichever is more.</p> <p>Resolved further that the Board of Directors of the</p> | Mgmt. | YES | FOR | FOR |
|-------------------------------|--------|---------------|------------|------------------|--|-------|-----|-----|-----|

| | | | | | | | | | |
|--------------------------------------|----------------|-----------------------|-------------------|--------------------------|---|--------------|------------|------------|------------|
| <p>work 18 incap limited</p> | <p>NETF IN</p> | <p>B1JRSG0 IN</p> | <p>10/29/2007</p> | <p>Postal ballot</p> | <p>Company be and is hereby authorized to do all such acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or any Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution. To consider and, if thought fit, to pass with or without modification, the following resolution: RESOLVED THAT subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, consent of the Company be and is hereby given pursuant to the Section 293(1) (a) of the Companies Act, 1956, for transfer of the Studio 18 Undertaking of the Company comprising of the business of film production, distribution, marketing, acquisition of worldwide distribution rights, to MTV Networks India Pvt Ltd as a slump sale on a going concern basis under a Business Transfer Agreement executed between your Company and MTV Networks India Pvt Ltd on September 15, 2007, on such terms and conditions as decided by the Board of Directors (hereinafter referred to as the Board which term shall include any Committee</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |
|--------------------------------------|----------------|-----------------------|-------------------|--------------------------|---|--------------|------------|------------|------------|

thereof) and contained in the Business Transfer Agreement and disclosed in the Explanatory Statement.
RESOLVED FURTHER
THAT the Managing Director, any Director and the Company Secretary of the Company be and are hereby severally authorized to complete the transfer of the Studio 18 Undertaking and such modifications as may be required by any of the concerned authorities or which it may deem to be in the interest of the Company and to do all acts, deeds, matters and things as may be deemed necessary and/ or expedient in the interest of the Company.

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | | <p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT consent of the Company be and is hereby given pursuant to the provisions of Section 21 and other applicable provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment thereollor the time being in force) or any other law for the time being in force and subject to the approval of the Central Government, Reserve Bank of India or any other authority as may be required, the name of the Company be changed from Network 18 Fincap Limited to Network 18 Media & Investments Limited and accordingly, the name Network 18 Fincap Limited wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by new name i.e. Network 18 Media & Investments Limited . RESOLVED FURTHER THAT Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary of the Company be and are hereby severally authorized to do all such act(s), deed(s), matter(s) and thing(s) as may be required to give effect to the aforesaid</p> | Mgmt. | YES | FOR | FOR |

change of name of the Company and to delegate all or any of the power(s) hereby conferred to such officer(s) of the Company or any consultant(s) as the aforesaid signatories, in their absolute discretion, deem necessary, appropriate, expedient or desirable to give effect to the said change of name or otherwise considered to be in the best interest of the Company.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force), and subject to the necessary approvals, if any, in this regard from appropriate authorities, and subject further to such other term(s), condition(s), stipulation(s), alteration(s), amendment(s) or modification(s) as may be required, specified or suggested by any of such appropriate authorities; which term(s), condition(s), stipulation(s), alteration(s), amendment(s) or modification(s), the Board of Directors (herein after referred to as the Board, which term shall include any of its duly authorized Committee or any authorized officer) are hereby authorized to accept, as it may deem fit, consent of the members of the Company be and is hereby accorded for alteration of the

Mgmt.

YES

FOR

FOR

existing Object clause of the Memorandum of Association of the Company in the following manner: The following new clause (SA to SF) be inserted after the clause (5) under the Main Object clause of the Company, i.e. as Clause III A of the Memorandum of Association

5A To carry on the business in India and abroad as Professional Conference Organizers (PCO), to conduct business of conferences, Exhibitions, Seminars and conventions for self and other(s) and to provide support services for organizing the said business and to acquire, purchase, sale, import or export, let on hire, install for that purposes various things, equipments and systems, viz., Exhibitions display panels & board, Audio-Visual systems, conference kits, guides, Transport and traveling equipments & vehicles or any other device or systems to execute the said business.

5B To carry on the business of consultancy as professional exhibitions and conference organizers both in India and abroad.

5C To organize any Event or to manage any type of event in India or abroad for self or for others and to provide all kinds of services for the facilitation of such Event.

5D To prepare, develop, design and manufacture novelties and advertising material for business of advertisers and to purchase, take on lease, hire, give or otherwise acquire convention centres, halls, Exhibition sites, equipments

& materials of all types in connection with the business of the company as referred to in sub-clause (5A) to (5C) above. 5E To undertake travel, transport, designing or printing in connection with the business of the company as referred to in sub clause (5A) to (5C) above. 5F To organize stage shows, cultural programmes dancing floors, film shows, and other entertainment activities

RESOLVED FURTHER

THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be and is hereby adopted as the Memorandum of Association of the Company. **RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary, be and are hereby authorized severally to do all such act(s), deed(s), matter(s) and thing(s) as may be deemed necessary and settle any or all questions! mailers arising with respect to the above matter, and to execute all such deed(s), document(s), agreement(s) and writing(s) as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its

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|---|--------------|------------|------------|------------|
| <p>shareholders.</p> <p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the applicable provisions, if any, of the Companies Act, 1956 (the Act) including any amendments thereto, and in terms of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as the Guidelines), Employee Stock Option Plans (hereinafter referred to as ESOP Plans) prepared in accordance with the Guidelines and any other law in force, and subject to any such other approvals, consents, permissions and sanctions as may be required from appropriate authorities or bodies, and subject to such conditions and modifications, as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as the Board which term shall include any Committee including ESOP Compensation Committee of the Board or Remuneration Committee), or as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be accepted by the Board in its sole discretion, the consent of the Company be and is hereby accorded to the Board for cancellation of 2,968,424 un-granted</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |
|---|--------------|------------|------------|------------|

options under the various ESOP Plans (previously approved by the Company) as detailed in the Explanatory Statement and effective from the date of approval of the resolution by the Company.

RESOLVED FURTHER

THAT for the purpose of giving effect to the aforesaid and to settle any question, difficulty or doubt that may arise in this regard,

Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary, be and are hereby authorized severally to do all such act(s), deed(s), matter(s) and thing(s) and execute all such documents, instruments, and writings as they may in their sole and absolute discretion deem fit, necessary or expedient.

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| <p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of section 81(1A), and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) including any amendments thereto, and in terms of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as "the Guidelines ") and any other law in force, and subject to any such other approvals, consents, permissions and</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |
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sanctions as may be required from appropriate authorities or bodies, and subject to such conditions and modifications, as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as the Board and which term shall include any Committee of the Board including ESOP Compensation Committee or Remuneration Committee), or as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be accepted by the Board in its sole discretion, the consent of the Company be and is hereby accorded to the Board to offer, grant and issue in one or more tranches an aggregate of 2,968,424 options, to such employees of the Company, whether working in India or out of India and Directors of the Company whether Whole-time Directors or otherwise (hereinafter collectively referred to as the Employees), as may be decided by the Board under the Network18 Employees Stock Option Plan 2007 (ESOP 2007 or Scheme) of the Company on such terms and conditions as determined by the Board in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at that time. Each option shall be exercisable for one Equity Share of Rs. 5/- each fully paid up on payment for such shares at a price as given in ESOP 2007. RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide

upon and bring into effect ESOP 2007 on such terms and conditions as contained in the Explanatory Statement and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of ESOP 2007 from time to time including but not limited to, amendment(s) with respect to Vesting Period and Schedule, Exercise Price, Exercise Period, eligibility criteria or to suspend, withdraw, terminate or revise ESOP 2007.

RESOLVED FURTHER THAT out of above 2,968,424 options not more than 300,000 options may be granted to Non-Executive Directors, including Independent Directors in any Financial Year and if the above mentioned 300,000 options not granted to Non-Executive Directors, including Independent Directors in any Financial Year, the same will be offered to the employees of the Company. RESOLVED FURTHER THAT the Equity Shares under ESOP 2007 may be allotted through an existing Trust or Trust which may be set up in any permissible manner and that it may also envisage for providing any financial assistance to the Trust to enable the Trust to acquire, purchase or subscribe the Equity Shares of the Company. RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company. RESOLVED FURTHER

THAT Mr. Raghav Bahl,
 Managing Director,
 Mr. Sanjay Ray Chaudhuri,
 Director and Ms. Shilpa
 Aggarwal, Company
 Secretary be and are hereby
 severally authorized to take
 necessary steps for the listing
 of the Equity Shares allotted
 under ESOP 2007 on the
 Stock Exchanges where the
 Equity Shares of the Company
 are listed as per the provisions
 of the Listing Agreements
 entered with the concerned
 Stock Exchanges and all
 applicable guidelines, rules
 and regulations. RESOLVED

FURTHER THAT for the
 purpose of giving effect to
 the aforesaid matter,
 Mr. Raghav Bahl, Managing
 Director, Mr. Sanjay Ray
 Chaudhuri, Director and
 Ms. Shilpa Aggarwal,
 Company Secretary of the
 Company be and are hereby
 severally authorized to do all
 such act(s), deed(s), matter(s)
 and thing(s) as may be
 necessary or expedient and to
 settle any questions,
 difficulties or doubts that may
 arise in this regard at any
 stage including at the time of
 listing of the Securities,
 without requiring any further
 consent or approval of the
 members of the Company in
 this regard.

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| To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of section 81(1A), and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) including any | Mgmt. | YES | FOR | FOR |
|--|-------|-----|-----|-----|

amendments thereto, and in terms of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (hereinafter referred to as the Guidelines) and any other law for the time being in force, and subject to any such other approvals, consents, permissions and sanctions as may be required from appropriate authorities or bodies, and subject to such conditions and modifications, as may be considered necessary by the Board of Directors of the Company (hereinafter referred to as the Board and which term shall include any Committee of the Board including ESOP Compensation Committee or Remuneration Committee), or as may be prescribed while granting such approvals, consents, permissions and sanctions, which may be accepted by the Board in its sole discretion, the consent of the Company be and is hereby accorded to the Board to offer, grant and issue in one or more tranches an aggregate of 2,968,424 options, to such employees of the Holding and/or Subsidiary Company(ies), whether working in India or out of India and Directors of the Holding and Subsidiary Company whether Whole time Directors or otherwise (hereinafter collectively referred to as the Employees), as may be decided by the Board under the Network18 Employees Stock Option Plan

2007 (ESOP 2007 or Scheme)
of the Company on such terms
and conditions as determined
by the Board in accordance
with the Guidelines or other
applicable provisions of any
law as may be prevailing at
that time. Each option shall be
exercisable for one Equity
Share of Rs. 5/- each fully
paid up on payment for such
shares at a price as given in
ESOP 2007. RESOLVED
FURTHER THAT the Board
be and is hereby authorized to
formulate, evolve, decide
upon and bring into effect
ESOP 2007 on such terms and
conditions as contained in the
Explanatory Statement and to
make any modification(s),
change(s), variation(s),
alteration(s) or revision(s) in
the terms and conditions of
ESOP 2007 from time to time
including but not limited to,
amendment(s) with respect to
Vesting Period and Schedule,
Exercise Price, Exercise
Period, eligibility criteria or to
suspend, withdraw, terminate
or revise ESOP 2007.
RESOLVED FURTHER
THAT the Equity Shares
under ESOP 2007 may be
allotted through an existing
Trust or Trust which may be
set up in any permissible
manner and that it may also
envisage for providing any

| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|---------------------------------------|--------------|---|------------------------------------|---|--|---|------------------------|---|
| | | | | | <p>financial assistance to the Trust to enable the Trust to acquire, purchase or subscribe the Equity Shares of the Company. RESOLVED FURTHER THAT out of above 2,968,424 options not more than 300,000 options may be granted to Non-Executive Directors, including Independent Directors in any Financial Year and if the above mentioned 300,000 options not granted to Non-Executive Directors, including Independent Directors in any Financial Year, the same will be offered to the employees of the Company. RESOLVED FURTHER THAT the Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company. RESOLVED FURTHER THAT Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary be and are hereby severally authorized to take necessary steps for the listing of the Equity Shares allotted under ESOP 2007 on the Stock Exchanges where the Equity Shares of the Company are listed as per the provisions of the Listing Agreements entered with the concerned Stock Exchanges and other</p> | | | | |

applicable guidelines, rules and regulations. RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid matter, Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of the Securities, without requiring the Board to secure any further consent or approval of the members of the Company in this regard.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the Securities and Exchange Board Of India (Employee Stock Option scheme and Employee Stock Purchases Scheme) Guidelines, 1999 (hereinafter referred to as the Guidelines) and any amendment thereto, the consent of the Company be and is hereby accorded to the Board to create and offer more than 1% but of the issued capital of the Company to any employee or Director of the Company or employee or Director of the subsidiary companies under the Network 18 Employees Stock Option Plan 2007 of the Company under the terms and conditions of the said Plan. RESOLVED FURTHER

Mgmt.

YES

FOR

FOR

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THAT for the purpose of giving effect to the above Resolution, the Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Director and Ms. Shilpa Aggarwal, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such document, instruments and writings as it may in its sole and absolute discretion deem necessary and expedient and to settle any question, difficulty of doubt that may arise in regard thereto.

| | | | | | | | | |
|--------------------------|-----------------------|------------|---------|---|-------|----|-----|-----|
| United sphorus Ltd | UNTP IN B0L0W35 IN | 10/11/2007 | Gujarat | To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: RESOLVED THAT in accordance with the provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs.200,00,00,000/- (Two Hundred Crores) divided into 27,50,00,000 (Twenty Seven Crores Fifty Lacs) Equity Shares of Rs.2/-(Rupees Two) each, 1,40,00,000 (One Crore FortyLacs) Preference Shares of RS.100/- (Rupees One Hundred) each and 50,00,000 (Fifty Lacs) Preference Shares of RS.10/- each to Rs.300,00,00,000/- (Rupees Three Hundred Crores) divided into 77,50,00,000 (Seventy Seven Crores Fifty Lacs) Equity Shares of Rs.2/- | Mgmt. | NO | DNA | DNA |
|--------------------------|-----------------------|------------|---------|---|-------|----|-----|-----|

(Rupees Two) each,
1,40,00,000 (One Crore Forty Lacs) Preference Shares of RS.100/- (Rupees One Hundred) each and 50,00,000 (Fifty Lacs) Preference Shares of Rs. 10/ - each and consequently the existing Clause V of Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the same and substituting in its place and stead the following as new Clause V... V. The Authorised Capital of the Company is Rs.300,00,00,000/- (Rupees Three Hundred Crores) divided into 77,50,00,000 (Seventy Seven Crores Fifty Lacs) Equity Shares of RS.2/- (Rupees Two) each, 1,40,00,000 (One Crqre Forty Lacs) Preference Shares of RS.100/- (Rupees One Hundred) each and 50,00,000 (Fifty Lacs) Preference Shares of RS.10/- each with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such rights as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights in such manner as may for the time being be provided in the Articles of Association of the Company. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution: RESOLVED THAT pursuant to Section 31 and all other applicable

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provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company be and is hereby altered as under: Existing Article No.3 of the Articles of Association of the Company, be and is hereby deleted and be substituted by the following Article: 3. The Authorised Share Capital of the Company is RS.300,00,00,000/-(Rupees Three HUndred Crores) divided into 77,50,00,000 (Seventy Seven Crores Fifty Lacs) Equity Shares of RS.2/-(Rupees Two) each, 1,40,00,000 (One Crore Forty Lacs) Preference Shares of RS.100/- (Rupees One Hundred) each and ,50,00,000 (Fifty Lacs) Preference Shares of RS.10/-each,. with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, guaranteed or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Act or the Articles of the Company for the time being.

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | | <p>To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution: RESOLVED THAT in supersession of the ordinary resolution adopted at the Extra-ordinary General Meeting held on 30th December, 2005 and pursuant to the provisions of Section 293(1) (d) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time, with or without security and on such terms and conditions as they may think fit notwithstanding that the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided, however, that the total amount so borrowed by the Board of Directors shall not exceed the sum of RS.10,000 crores (Rupees Ten Thousand Crores only) RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take. all such other steps as</p> | Mgmt. | NO | DNA | DNA |

maybe necessary or desirable
to give effect to this
resolution.

To consider and if thought fit,
to pass, with or without
modification(s), the following
resolution as an Ordinary
Resolution: RESOLVED

THAT in partial modification
of the Resolution NO.1 0
passed at the 22nd Annual
General Meeting held on
September 19,2006 and
pursuant to the provisions of
Sections 198, 309, 310 and
other applicable provisions, if
any, of the Companies Act,
1956, the Company hereby
approves the following
remuneration payable to
Mr. Vikram R. Shroff, the
Executive Director. a) Salary:

In the scale of
RS.10,00,000/-,- 1,00,000/-
15,00,000/- per month with
effect from October 1, 2007
[in supersession of the scale
of Rs.4,00,000/ 40,000/-
6,00,000/- per month fixed
earlier by the shareholders]
with powers to the Board of
Directors (which includes any
Committee thereof) to grant
such increments as they may
in their absolute discretion
think fit; . RESOLVED

FURTHER THAT except the
above, Commission,
Perquisites and allowances,
Minimum Remuneration and
other terms of the Agreement
dated September 20, 2006
executed by the Company
with Mr. Vikram R. Shroff
shall remain unchanged unless
agreed otherwise by the Board
of Directors (which includes
any Committee thereof)
within the approval of the
shareholders.

Mgmt. NO DNA DNA

Mgmt. NO DNA DNA

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India and/or any other regulatory authority, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to approval(s), consent(s) permission(s) and/ or sanction(s), if any, of appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consents(s), permission(s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as the Board , which term shall include any Committee of the Board constituted/ to be constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized on behalf of the Company to

create, offer, issue and allot warrants entitling the warrant holder(s) from time to time to apply for equity shares of the Company in one or more tranches, to promoter/ promoter group whether or not they are members of the Company, on preferential placement basis through offer letter and/ or circular and/or information memorandum and/ or private placement memorandum and/ or such other documents/writings, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, provided that the aggregate number of resultant equity shares of the Company to be issued against such warrants shall not exceed 3,11,70,000 (Three crores eleven lacs seventy thousand) fully paid equity shares of the face value of Rs.2 each at a price not less than higher of: a) The average of the weekly high and low of the closing prices of the Company's shares quoted on the stock exchange (National Stock Exchange of India Limited) during the six months preceding the relevant date ; or b) The average of the weekly high and low of the closing prices of the Company's shares quoted on a stock exchange (National Stock Exchange of India Limited) during the two weeks preceding the relevant date ; relevant date for this purpose being September 10, 2007; RESOLVED FURTHER THAT the resultant equity shares to be issued and allotted upon exercise of right attached to

the warrants in accordance with the terms of the offer(s) shall rank pari passu with the then existing equity shares of the Company in all respects and be listed on domestic stock exchanges where the equity shares of the Company are listed; RESOLVED FURTHER THAT for the purpose of giving effect to the issue or allotment of the warrants and equity shares arising therefrom, the Board be and is hereby authorized on behalf of the company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose and with power on behalf of the company to settle all questions, difficulties or doubts that may arise in the proposed issue, offer and allotment of the said warrants and equity shares arising therefrom, including utilization of the issue proceeds, without being required to seek any further consent or approval of members or otherwise to the end and intent that members shall be deemed to have given their approval thereto expressly by the authority of this resolution; RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company to give effect to this resolution .

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special

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Resolution: RESOLVED
THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any of the Companies Act, 1956 as also provisions of any other applicable statutes, laws, rules and regulations including provisions of Foreign Exchange Management Act, 1999 (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and enabling provisions of the Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions of the Government of India (Govt), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and other appropriate and/or concerned authorities, and subject to such conditions and modifications, as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (the Board) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred on the Board by this resolution), and which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the

Members of the Company be and is hereby accorded to the Board of the Company to create, offer, issue and allot in one or more tranches, Equity Shares or such other permissible instruments convertible into Equity Shares at the option of the Company or of the holders of the instrument in accordance with Clause 13A.5.1 of Chapter XIII-A, at a price not less than higher of: a) The average of the weekly high and low of the closing prices of the Company's shares quoted on the stock exchange (National Stock Exchange of India Limited) during the six months preceding the relevant date ; or b) The average of the weekly high and low of the closing prices of the Company's shares quoted on a stock exchange (National Stock Exchange of India Limited) during the two weeks preceding the relevant date , relevant date for this purpose being September 10, 2007; being the minimum price specified as per Clause 13A.3.1 of, Chapter XIII-A of SEBI Guidelines, giving the holder the right to subscribe to Equity Shares on Private Placement Basis or under Qualified Institutional Placement to QIBs as permitted under Chapter XIII-A of the SEBI (Disclosure and Investor Protection) (DIP) Guidelines, 2000, through prospectus / placement document / other permissible document to any person including Qualified Institutional Buyers (QIBs) domestic / foreign Investors! FIIs, NRIs, Body Corporates,

Companies, Mutual Funds, Financial Institutions, Banks, Insurance Companies, Pension Funds etc., whether they are existing shareholders of the company or not (collectively referred to as the investors and combination thereof) / Global Depository Receipts {GDR s} Foreign Currency Convertible Bonds (FCCBs) or a combination thereof and/or instruments convertible into Equity Shares optionally or otherwise (hereinafter referred to as Securities) for an aggregate sum up to US \$500 million or equivalent in Indian and/or any other currency (ies) directly in the course of domestic anti / or international offering to Non-resident Investors (whether Institutions, Bodies corporate, Mutual Funds / Trusts/ Foreign Institutional Investors/Banks etc., and whether or not such investors are members, promoters, directors of the Company), through Private Placement(s), at such time or times in one or more tranches, at such price or prices which will be determined in accordance with the relevant applicable guidelines /provisions specified in that behalf including at a discount or premium to market price or prices in such manner and on such terms and conditions as may be decided subject to the applicable statutory rules & regulations and in consultation with the Merchant Bankers, Lead Managers, Underwriters, Advisors and as may be deemed appropriate and

approved by the Board of the Company at the time of such offer / issue / allotment of securities so as to enable the Company to get listed at any stock exchanges in India and/or on

International/Overseas Stock Exchange(s) wherever applicable and necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be advised by the authorities involved in such issues but subject to such conditions as the Gal/RBI / SEBI / Stock Exchanges or such other appropriate authorities may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT for the purpose of issue of Securities under Qualified Institutional Placement to QIBs as stated above, the relevant date as per Chapter XIII~A of the SEBI (Disclosure and Investor Protection) Guidelines, 2000, as amended for determination of the applicable price for issue of the said Securities to QIBs shall be

September 10,2007 ..

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities in international offering may have all or any termor combination of terms in accordance with the international practice(s) including but not limited to conditions in relation to payment of interest, dividend, additional interest, premium on redemption or early

redemption, prepayment and any other debt service payment whatsoever .and all such terms as are provided in international offering of this nature including terms for issue of additional Equity Shares, variation of interest payment or variation of the conversion price or the period of conversion of securities into Equity Shares of the Securities during the duration of the Securities or terms pertaining to voting rights or option for early redemption of securities as are in accordance with applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to approve execution of all such agreements documents / entering into arrangements with the Merchant Bankers/ Lead Managers/ Underwriters/ Guarantors/Depository (ies)/ Custodians/Advisors, Legal Advisors and other such agencies as may be involved or Concerned in such offerings of securities, remunerate all such agencies including by way of payment of commission, brokerage, fees, expenses incurred in relation to the issue of Securities and other expenses, if any or the like, finalize and execute all relevant documents including the Placement Document, listing applications, certifications and other documents required for compliance with Chapter XIII-A of the SEBI Guidelines and also to seek listing of such Securities in one or more international stock exchanges wherever applicable and necessary ..

RESOLVED FURTHER THAT the Company and/or any agency or body authorized by the Company may issue Global Depository Receipts / Foreign Currency Convertible Bonds or a combination thereof and/or other form of securities mentioned herein above representing the underlying Equity Shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability the as per the prevailing practices and regulations in the international capital markets. RESOLVED FURTHER THAT the Securities issued in international offering shall be deemed to have been made abroad in the markets and/or at the place of issue of the Securities in international markets and shall be governed by English law or other law(s) as may be decided by the Board. RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the mode and the terms of issue and allot such number of Equity Shares / Securities as maybe required

| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manag</i> |
|---|---------------------------------------|--------------|---|------------------------------------|-----------------------------------|--|---|------------------------|---------------------------------|
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to be issued and allotted upon conversion of any Securities referred to in the paragraph(s) above, as may be necessary in accordance with the terms of offering and all such shares shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Securities shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under Chapter XIII-A of the SEBI Guidelines except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT the offer, issue and allotment of the Securities, and the fresh equity shares to be issued on conversion of the convertible instruments shall be made at such time or times that the Board of Directors may in their absolute discretion decide, subject to the SEBI Guidelines and other applicable laws, and the terms agreed between the Board of Directors and the proposed allottees of the Securities.

RESOLVED FURTHER THAT such of these securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner as the Board may deem fit and in due compliance of the applicable laws rules and regulations / guidelines for the time being

in force. RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and authorise / approve execution of all such documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for the matters connected therewith or incidental or ancillary thereto and give such directions or instructions for settling any questions, doubt or difficulty which may arise with regard to the offer, issue or allotment of the said shares and to take appropriate actions to bring into effect the decision of above as an enabling resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner and to such extent as it may deem fit.

To consider and if thought fit, to approve, with or without modification(s), the arrangement embodied in the Scheme of Arrangement between National Information Technologies Limited, the First Transferor Company, RPG Transmission Limited, the Second Transferor Company, MP Power Line Limited and KEC International Limited, the Applicant Company and their respective shareholders.

| | | | | | | | | |
|---------|---------------|------------|---------------|---|-------|-----|-----|----|
| KECI IN | B0YJJ27 IN | 11/2/2007 | Mumbai | <p>RESOLVED THAT pursuant to the provisions of Article NO.154 and other applicable Articles, if any, of the Articles of Association, Section 314(1 B) and other</p> | Mgmt. | YES | FOR | FO |
| LPC IN | 6143761 IN | 11/15/2007 | Postal ballot | <p>RESOLVED THAT pursuant to the provisions of Article NO.154 and other applicable Articles, if any, of the Articles of Association, Section 314(1 B) and other</p> | Mgmt. | YES | FOR | FO |

applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and such other approvals as may be necessary, consent and approval of the Company be and is hereby accorded to the revision, w.e.f. July 1, 2007, in the remuneration payable to Mr. Nilesh Gupta, President-Advanced Markets, as per the terms and conditions set out in the explanatory statement annexed hereto. RESOLVED FURTHER THAT the Board of Directors (the Board , which term shall be deemed to mean and include any Committee constituted by the Board) be and is hereby authorised to take such steps as may be necessary to give effect to this Resolution.

| | | | | | | | | | |
|----------------------------------|-------|---------------|------------|------------------|---|-------|-----|-----|----|
| Indian otels pany nited | IH IN | B1FRT61 IN | 11/15/2007 | Postal ballot | RESOLVED that in supersession of the ordinary resolution No. 5 passed by the Members of the Company at the Extra-ordinary General Meeting of the Company held on January 27,2004 the Board of Directors of the Company be and is hereby authorised in accordance with the provisions of Section 293(1) (d) and other applicable provisions, if any, of the Companies Act, 1956, to borrow periodically from, including without limitation, any Banks and/or public financial institutions as defined under Section 4 of the Companies Act, 1956 and/or any foreign financial institution(s) and/or any entity/entities or authority/authorities and/or through suppliers credit securities instruments, such as floating rate notes, fixed rate | Mgmt. | YES | FOR | FO |
|----------------------------------|-------|---------------|------------|------------------|---|-------|-----|-----|----|

notes, syndicated loans, debentures (both convertible and non convertible), commercial papers, short term loans, working capital loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings including external commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 4,000 Crores (Rupees Four Thousand Crores Only), not withstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.

| | | | | | | | | | |
|--------------------------|-------------|---------------|------------|------------------|--|-------|-----|-----|----|
| abulls Esate nited | IBREL IN | B1TRMQ8 IN | 10/25/2007 | Postal ballot | Item no. 1. Preferential allotment of warrants | Mgmt. | YES | FOR | FO |
| | | | | | Item no. 2. Intercorporate loans | Mgmt. | YES | FOR | FO |
| | | | | | Item no. 3. Intercorporate Guarantees and Securities | Mgmt. | YES | FOR | FO |
| | | | | | Item no. 4. Intercorporate Investments | Mgmt. | YES | FOR | FO |
| | | | | | Item no. 5. Intercorporate loans | Mgmt. | YES | FOR | FO |
| | | | | | Item no. 6. Intercorporate Guarantees and Securities | Mgmt. | YES | FOR | FO |
| | | | | | Item no. 7. Intercorporate Investments | Mgmt. | YES | FOR | FO |

| | | | | | | | | | |
|--|--------------|-----------------------|-------------------|----------------------------|---|--------------|-----------|------------|-----------|
| <p>KPIT Admins Systems .td</p> | <p>NKPIT</p> | <p>B1LQJY0 IN</p> | <p>11/16/2007</p> | <p>Hinjawadi, Pune</p> | <p>To consider and if thought fit, to pass with or without modification(s), as a SPECIAL RESOLUTION, the following: RESOLVED THAT pursuant to the provision of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 including statutory modifications or re-enactments thereof, consent and approval of the Company be and is hereby accorded to Mrs. Jayada Chinmay Pandit, a relative of Mr. S. B. (Ravi) Pandit, Chairman and Group CEO of the Company, to hold and continue to hold an office or place of profit as Senior Executive, or such other post as she may be promoted hereafter, in KPIT Infosystems Inc., USA(KPIT US), a wholly owned subsidiary of the Company, on a salary of USD 60,000 per annum plus _ USD 10,000 as Variable (KRA and Company based Performance) Incentive per annum (both of which shall be subject to upward adjustments as per the increment and promotion policies of KPIT US, as amended from time to time) and other allowances, perquisites, benefits and amenities as applicable to others in the same grade in KPIT US, as per its policy, with effect from July 7,2007. To consider and if thought fit, to pass with or without modification(s), as a SPECIAL RESOLUTION, the following: RESOLVED THAT pursuant to the provisions of Sub-Section (1) of Section 314 and other applicable provisions, if any,</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DN</p> |
| | | | | | | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DN</p> |

of the Companies Act, 1956 including statutory modifications are re-enactments thereof, consent and approval of the Company be and is hereby accorded to Mr. Chinmay Shashishekar Pandit, a relative of Mr. S. B (Ravi) Pandit, Chairman and Group CEO of the Company, to hold and continue to hold an office or place of profit as Account Manager, or such other post as he may promoted hereafter, in KPIT Infosystems Inc., USA (KPIT US), a wholly owned subsidiary of the Company, on a salary of USD 75,000 per annum plus USD 40,000 as Variable (KRA and Company based Performance) Incentive per annum (both of which shall be subject to upward adjustments as per the increment and promotion policies of KPIT US, as amended from time to time) and other allowances, perquisites, benefits and amenities as applicable to others in the same grade in KPIT US, as per its policy, with effect from July 16, 2007.

To consider and if thought fit, to pass with or without modification(s), as a SPECIAL RESOLUTION, the following:- RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956, as also the provisions of any other applicable law or laws (including any statutory modifications or re-enactment thereof, for the time being in force) and

Mgmt.

NO

DNA

DN

pursuant to Chapter XIII of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (SEBI Guidelines) and enabling provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to the approval of all regulatory authorities and all other concerned authorities and departments, if and to the extent necessary and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, as may be agreed to by the Board of Directors of the Company (the Board which term shall be deemed to include any duly authorized committee of the Board for the time being exercising the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in accordance with applicable guidelines/regulations, as may be permissible in law, now or at any time hereafter, on a preferential basis, upto 1,631,747 equity shares, at the price of Rs. 130.09 each (calculated as per SEBI Guidelines on the basis of relevant date being October 17, 2007), as the Board at its sole discretion

may at any time or times thereafter decide, which when issued or allotted would ultimately result in an increase in the paid up equity share capital of the Company by an amount not exceeding Rs. 3,264,494 excluding premium, to the Cummins Inc., USA (hereinafter referred to as the Investor) at such time and in one or more tranches, and on such terms and conditions, as may be deemed appropriate by the Board. RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any question, difficulty, or doubt that may arise in regard to the issue and allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit.

| | | | | | | | | | |
|-------------------------|--------|---------------|------------|------------------|--|-------|-----|-----|----|
| akash ociates td. | JPA IN | B01GVY7 IN | 11/22/2007 | Postal ballot | Sub Division of Shares RESOLVED THAT pursuant to the, provisions of Section 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (the Acr) including any statutory modification or re-enactment thereof for the time being in force and the provisions of Article 72 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as .may be necessary from the | Mgmt. | YES | FOR | FO |
|-------------------------|--------|---------------|------------|------------------|--|-------|-----|-----|----|

appropriate authorities or bodies, the consent of the Company be and is hereby accorded that each Equity Share of the face value of Rs.

10/- of the Company be sub-divided into 5 Equity Shares of the face value of RS.21-each and consequently the existing Authorized Share Capital of the Company be sub-divided and re-classified as Rs. 10,600,000,000

(Rupees one thousand sixty crores only) divided into 515,00,00,000 Equity Shares of the nominal value of Rs.21 - each and 3,000,000

Preference Shares of Rs. 100/-each and that Clause V (being Capital Clause) of the Memorandum of Association of the Company be altered by substituting the following

Clause V in lieu of the existing Clause :- V. The Authorized Share Capital of the Company is Rs.

10,600,000,000 (Rupees One Thousand Sixty Crores only) divided into 5,150,000,000 Equity Shares of Rs. 2/- each and 3,000,000 Preference Shares of Rs. 100/- each.

RESOLVED FURTHER THAT the existing Share Certificate(s) in relation to the issued Equity Share capital held in physical form be cancelled and new share certificate(s) be issued in respect of the holdings of Equity Shares of the members of the Company consequent upon the sub-division of the Equity Shares as aforesaid subject to the provisions of the Companies (Issue of Share Certificates) Rules, 1960 and in the case of shares held in the dematerialized form, the

number of sub-divided Equity Shares be credited .to the respective beneficiary accounts of the shareholders in lieu of the existing credits representing the Equity Shares before sub-division with the respective Depository Participants. RESOLVED FURTHER THAT the Board of Directors (iricluding any Committee of the Board constituted or hereinafter constituted) be and is hereby authorised to issue the new Share Certificates representing the subdivided Equity Shares consequent to the sub-division of shares as aforesaid, if so decided, without seeking surrender of old share certificates, and/ or credit the beneficiaries accounts maintained with the Depositories, subject to the rules as laid down in the Companies {Issue of Share Certificates) Rules, 1960 and the Articles of Association of the Company and to take all such decisions, actions and steps as may be necessary, consequential, usual and incidental to give effect to the aforesaid resolution.

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| <i>er of folio arity</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vo or Man</i> |
|----------------------------------|---------------------------------------|--------------|---|------------------------------------|---|--|---|------------------------|--------------------------|
| | | | | | <p>Investment In the Special Purpose Vehicle for development of a Greenfield State-of-Art Sports Complex and related Integrated support Infrastructure including Townships and auxiliary facilities, in Joint Venture RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approvals of Financial Institutions and such other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to make an investment of up to Rs.500 Crores (Rupees Five Hundred Crores only) by way of investment in the Equity Capital of I making loan(s) to I providing security or guarantee(s) for the loan(s) granted to an existing or a new company to be incorporated as a Joint Venture Company with JV Partner(s) with such name as may be made available by the Registrar of Companies, Kanpur for development of a Greenfield State-of-Art Sports Complex and related integrated support infrastructure including. Townships and auxiliary facilities in or around National Capital Region (NCR), notwithstanding the fact that the aggregate of the investments so far made,</p> | Mgmt. | YES | FOR | |

securities so far provided,
loans/guarantees so far given
by the Company along with
the proposed investment may
exceed 60% of the paid-up
capital and free reserves of the
Company or 100% of its free
reserves, whichever is more.

RESOLVED FURTHER
THAT the Board of Directors
of the Company be and is
hereby authorized to do all
such acts, deeds, matters and
things, settle any question,
difficulty or doubt that may
arise in this regard and give
such directions, as it may, in
its absolute discretion, deem
expedient, desirable and
necessary including
delegating all or any of the
powers herein conferred to
any Committee of Directors or
Executive Chairman or any
Whole-time Director or any
Director(s) or any other
Officer(s) of the Company, to
give effect to this Resolution.

Appointment and
remuneration of Shri R K
Singh as a Whole-time
Director RESOLVED THAT
in accordance with the
provisions of Sections 269,
198 & 309 read with
Schedule XIII and other
applicable provisions, if any,
of the Companies Act, 1956,
or any Statutory amendment
or re-enactment thereof, and
subject to such other
approvals, as may be
necessary, approval of the
Company be and is hereby
accorded to the appointment
of Shri R.K. Singh as a
Whole-time Director of the
Company for a period of five
years commencing from 15th
October, 2007 on such
remuneration, as set out in the

Mgmt.

YES

FOR

annexed Explanatory Statement. RESOLVED FURTHER THAT the. Board of Directors of the Company be and is hereby authorised to alter or vary the terms of appointment of Shri R K Singh, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/variation shall not exceed the limits specified in Schedule Xlii to the Companies Act 1956; or any Statutory amendment or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to all applicable provisions of the Companies Act, 1956, the remuneration, as set out in the annexed Explanatory Statement, be paid as minimum remuneration to Shri R.K. Singh, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.

| | | | | | | | | |
|------------------------------|-------------|---------------|------------|---------------|--|-------|-----|-----|
| Bank ited | HDFCB IN | 6100131 IN | 12/1/2007 | Postal ballot | Appointment of Mr. Harish Engineer as Executive Director of the Bank | Mgmt. | YES | FOR |
| | | | | | Appointment of Mr. Paresh Sukthankar as Executive Director of the Bank | Mgmt. | YES | FOR |
| software ications ited | UTV IN | B06CRH5 IN | 11/29/2007 | Postal ballot | The Company proposes to transfer the undertaking comprising the business of library management and operations of a post-production studio to Prime Focus Limited. In terms of Section 293(1)(a) of the Act, which provides that the sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of a company or where the Company owns | Mgmt. | YES | FOR |

| | | | | | | | | |
|--|---------|---------------|------------|---------------|--|-------|-----|-----|
| | | | | | more than one undertaking, of the whole, or substantially the whole, of any such undertaking, requires approval of the shareholders by way of an ordinary resolution, the Company is desirous of seeking your consent for such proposals as contained in the ordinary resolution appended below. | | | |
| | | | | | The Company also proposes to issue corporate guarantee as provided in the special resolution appended below and the same require approval of the members under Section 372A of the Companies Act, 1956. | Mgmt. | YES | FOR |
| Arjuna Production Company Limited | NJCC IN | BOFXGP0 IN | 12/18/2007 | Postal ballot | Alteration of the Main Objects Clause of the Memorandum of Association of the Company | Mgmt. | YES | FOR |
| | | | | | Inter- Corporate Investments exceeding the limits prescribed under 372A of the Companies Act, 1956: | Mgmt. | YES | FOR |
| | | | | | Amendment to Articles of Association of the Company | Mgmt. | YES | FOR |
| | | | | | Inter se arrangement between the promoters | Mgmt. | YES | FOR |
| Industries India Limited | STLT IN | B13TC37 IN | 12/15/2007 | Postal ballot | To consider and if thought fit, to pass the following resolution as a Special Resolution: RESOLVED that pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, the Objects clause of the Memorandum of Association be and is hereby altered as under: After existing sub-clause (5) of Clause III(A), at the Memorandum of Association, the following new sub-clause be inserted and numbered as sub-clause (6) :- 6 : To invest in, acquire, hold, sell or otherwise deal in, directly or indirectly, or | Mgmt. | YES | FOR |

through its subsidiaries, associate companies, consortium, partnership, joint ventures, special purpose vehicle or otherwise, any shares, stocks, debentures, debenture stock, warrants, any other financial instruments, bonds obligations and Securities issued or guaranteed by any company constituted or carrying on the business in India or elsewhere or Government, State Government, Semi-Government, Semi-Government Authorities, local Authorities, Public Sector Undertakings, Financial Institutions, Public Body, any other persons or otherwise, and/or to carry on and undertake the business of finance, making loans or advances, investment, merchant bankers, underwriters. RESOLVED FURTHER THAT the Board of Directors of the Company or such person(s) as may be authorized by the Board be and are hereby authorised to file the necessary applications, documents with, inter alia, the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.

To receive and consider the accounts for the year ended March 31, 2007 and the reports of the Auditors and Directors thereon;

To declare dividend on Preference Shares;

| | | | | | | | |
|-----------------|---------|---------------|------------|-----------|-------|----|-----|
| Spirits ited | UNSP IN | 6576992 IN | 11/28/2007 | Bangalore | Mgmt. | NO | DNA |
| | | | | | Mgmt. | NO | DNA |
| | | | | | Mgmt. | NO | DNA |

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IN

12/12/2007 Gandhinagar

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| To declare dividend on Equity Shares; | | | | |
| To elect.a Director in the place of Dr. Vija Mallya, who retires by rotation and being eligible, offers himself for reappointment; | Mgmt. | NO | DNA | |
| To elect.a Director in the place of Mr. S. R. Gupta, who retires by rotation and being eligible, offers himself for reappointment; | Mgmt. | NO | DNA | |
| To appoint Auditors and fix their remuneration. | Mgmt. | NO | DNA | |
| Appointment of Mr. Sudhindar Krishan Khanna | Mgmt. | NO | DNA | |
| Voluntary delisting of equity shares on Stock Exchanges at Ahmedabad, Chennai, Kolkata and New Delhi. | Mgmt. | NO | DNA | |
| To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2007 and the Profit and Loss Account for the year ended on that date and the Report of the Directors thereon. | Mgmt. | NO | DNA | |
| To appoint a director in place of Mr. Saurabh Misra, who retires by rotation, and being eligible offers himself for re-appointment. | Mgmt. | NO | DNA | |
| To appoint a director in place of Mr. Tarjani Vakil, who retires by rotation, and being eligible offers himself for re-appointment. | Mgmt. | NO | DNA | |
| To appoint a director in place of Mr. Mohan Gyani, who retires by rotation, and being eligible offers himself for re-appointment. | Mgmt. | NO | DNA | |
| To appoint Auditors of the Company and to fix their remuneration. | Mgmt. | NO | DNA | |
| Appointment of Mr. Biswajit A. Subramanian as Director. | Mgmt. | NO | DNA | |
| Appointment of Mr. G. P. Gupta as Director. | Mgmt. | NO | DNA | |

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| | | | | Increase in Borrowings Limits. | Mgmt. | NO | DNA |
| | | | | Creation of Charge. | Mgmt. | NO | DNA |
| | | | | Increase in Remuneration of Managing Director. | Mgmt. | NO | DNA |
| | | | | Alteration of Capital Clause of the Memorandum of Association. | Mgmt. | NO | DNA |
| | | | | 12. Alteration of the Articles of Association. | Mgmt. | NO | DNA |
| | | | | 13. Alteration of the Articles of Association. | Mgmt. | NO | DNA |
| ted horus ited | UNTP IN B0LOW35 IN | 12/21/2007 | Gujarat | To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution: RESOLVED THAT in partial modification of the Resolution No. 3 passed at the Extra-ordinary General Meeting held on September 29,2004 and pursuant to the provisions of Sections 198, 309, . 310 and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the following remuneration payable to Mr. Rajju D. Shroff, Chairman and Managing Director. a) Salary: Rs.17,00,0001- per month with effect from October 1, 2007 [in supersession of the scale of RS:4,00,0001- 40,0001- 5,20,0001- per month fixed earlier by the shareholders] with powers to the Board of Directors (which includes any Committee thereof) to grant such increments as they may in their absolute discretion think fit; RESOLVED FURTHER THAT except the above, Commission, Perquisites and allowances, Minimum Remuneration and other terms of the Agreement dated September 30,2004 executed | Mgmt. | NO | DNA |

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|------------------|--------|---------------|------------|---------------|---|-------|-----|-----|
| | | | | | by the Company with Mr. Rajju D. Shroff .shall remain unchanged unless agreed otherwise by the Board of Directors (which includes any Committee thereof) within the approval of the shareholders. | Mgmt. | NO | DNA |
| t NRE limited | GNC IN | 6344014 IN | 12/19/2007 | Postal ballot | Issue of Convertible Warrants to Promoters / Promoters Group Companies on a Private Placement / Preferential Basis | Mgmt. | YES | FOR |
| | | | | | Increase in holdings of the Foreign Institutional Investors (FII) in the shares of the Company beyond 24% of the paid up capital | Mgmt. | YES | FOR |
| Telecom ited | SHY IN | B19HM35 IN | 12/12/2007 | Rajasthan | To receive, consider and adopt the Audited Balance Sheet as at 3 Ist March 2007 and Profit and loss Account for the period ended on that date together with the Directors and Auditors Report thereon. | Mgmt. | NO | DNA |
| | | | | | To appoint a Director in place of Mr. Ravikant jaipuria who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | NO | DNA |
| | | | | | To appoint a Director in place of Mr. Rajiv Mehrotra, who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | NO | DNA |
| | | | | | To appoint a Director in place of Mr. Alok Tandon, who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | NO | DNA |
| | | | | | To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and authorize the Audit & Finance Committee of the Board / Board of Directors to fix their remuneration. M/S. Mehra Goel & Co., Chartered | Mgmt. | NO | DNA |

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Accountants, the retiring auditors of the Company, being eligible, offer themselves for re-appointment

| | | | | | | | | |
|------------------|---------|---------------|------------|--------|---|-------|-----|-----|
| recoated Limited | SRPS IN | 6818393 IN | 12/28/2007 | Mumbai | To receive, consider and adopt the Audited Balance Sheet as at 31 st March 2007 and the Profit and Loss Account for the year ended on that date and the Report of Auditors and Directors thereon. | Mgmt. | YES | FOR |
| | | | | | To declare dividend. | Mgmt. | YES | FOR |
| | | | | | To appoint a Director in place of Shri Jagdish J. Doshi, who retires by rotation and being eligible, offers himself for reappointment. | Mgmt. | YES | FOR |

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manage</i> |
|---|---------------------------------------|--------------|---|------------------------------------|--|--|---|------------------------|----------------------------------|
| | | | | | To appoint Auditors and fix their remuneration. | Mgmt. | YES | FOR | FOR |
| | | | | | To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution RESOLVED THAT pursuant to the provisions of Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, department or bodies as may be necessary, the present Authorized Share Capital of the Company of Rs. 150,00,00,000/- (Rs. One Hundred Fifty Crores only) divided into 13,50,00,000 (Thirteen Crores Fifty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 1,50,00,000 (One Crores Fifty Lacs only) Cumulative Redeemable Preference Share of Rs. 10/- (Rupees Ten Only) each be and is hereby re-classified to Rs. 150,00,00,000/- (Rs. One Hundred Fifty Crores only) divided into 15,00,00,000 (Fifteen Crores only) Equity Shares of Rs. 10/- (Rupees Ten only) each. RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is | Mgmt. | YES | FOR | FOR |

hereby altered by substituting the existing Clause V thereof by the following New Clause V: V. The Authorized Share Capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) consisting of 15,00,00,000 (Fifteen Crores only) Equity Shares of Rs. 10/- (Rupees Ten only) each with rights, privileges and conditions attached thereto as provided by the Articles of Association of the Company for the time being with power to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes, and attach thereto respectively and preferential, qualified or special rights. Such rights shall not except where the terms of issue otherwise provide be alterable otherwise than pursuant to the provisions contained in the Articles of Association of the Company. RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Director of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution: RESOLVED THAT the consent of the company be and is hereby accorded pursuant to Section 293 (1) (a) and other applicable provisions, if any,

Mgmt.

YES

FOR

FOR

of the Companies Act, 1956(including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, to the Board of Directors of the Company(hereinafter referred to as the Board which term shall be deemed to include any committee thereof constituted by the Board to exercise its powers including the powers conferred by this resolution) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, on all or any of the moveable and/or immoveable properties of the company, wherever situated, both present and future in favour of one or more banks and/or financial institutions and/or others to secure term loans borrowed /to be borrowed and/or any banking or financial or other facilities or arrangements made/to be made in terms of any Agreement/Heads of Agreement/letter of sanction/Memorandum of the terms and conditions entered into or to be entered into by the company in respect of such term loans and/or any banking or financial or other facilities or arrangements upto an aggregate amount not exceeding Rs 2000 Crores (Rupees Two Thousand Crores) over and above the aggregate for the time being of the Paid-up Capital of the Company and its Free Reserves from time to time,

together with interest at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium or pre-payment or on expenses and other monies covered by the aforesaid financial assistance under the respective documents to be entered into by the Company; To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution RESOLVED THAT pursuant to Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board which term shall be deemed to include any committee thereof constituted by the Board to exercise its powers including the powers conferred by this resolution) for borrowing from time to time any such sums of money which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the Paid-up Capital of the Company and its Free Reserves, that is to say, Reserves not set apart for any specific purpose, provided that the maximum amount of moneys so borrowed by the Board shall not at any time

Mgmt.

YES

FOR

FOR

exceed the limit of Rs. 2000 Crores (Rupees Two Thousand Crores Only).

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution RESOLVED THAT subject to the approval of the Reserve Bank of India (RBI) and such other approvals as may be required, consent of the company be and is hereby given to the enhancement of investment Limits of Foreign Institutional Investors (FIIs)/Non Resident Indians (NRIs) in the securities of the Company from 24% to 49% of the Equity Share Capital of the Company. RESOLVED

Mgmt.

YES

FOR

FOR

FURTHER THAT Shri R. S. Ajmera, Managing Director of the Company, Shri O. P. Gandhi C F O of the Company and Shri Nilesh Jain, Company Secretary of the Company be and are hereby authorise severally authorised to make necessary application to the Reserve Bank of India and make representation, submission and do all such acts, deeds, matters, and things as the case may be necessary for the aforesaid purpose for and on behalf of the company.

Mgmt.

YES

FOR

FOR

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution: RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any of the Companies Act, 1956 [including any statutory modification(s) or

re-enactment thereof for the time being in force] and relevant provisions of the Memorandum and Articles of Association of the Company, the Foreign Exchange Management Act, 1999 and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, Guidelines prescribed by the Securities and Exchange Board of India (SEBI) and subject to such approval(s), consent(s), permission(s) and/or sanction of the Government of India, Reserve Bank of India and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such terms, conditions, modifications and alterations as may be prescribed and specified by any of them in granting such approval, consent, permission or sanction, the consent, authority and approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any committee thereof) to offer, issue and allot, in the course of offerings, in one or more foreign markets, any Securities including Equity Shares, Global Depository Receipts and/or American Depository Receipts, Foreign Currency Convertible Bonds, Convertible Bonds, .Euro-convertible Bonds/Shares/Debentures, Preference Shares whether Cumulative/ Redeemable/Partly

convertible/ convertible at the option of the company and / or at the option of the holders of the Security(s), Securities partly or fully convertible into Equity shares and/or securities linked to Equity Shares and/or any instruments or securities with or without de~ble warrants, secured or unsecured or such other types of securities representing either Equity Shares or Convertibles Securities (hereinafter referred to as Securities) to Foreign/Domestic Investors, Non-residents, Foreign Institutional Investors/ Foreign Companies/ NRI(s) / Foreign National(s)/Banks/Mutual Funds/Financial Institutions or such other entities or persons as may be decided by the Board, whether or not such persons/entities/investors are Members of the Company, through Prospectus, Offering Letter, Circular to the general public and/or through any other mode or on private placement basis as the case may be from time to time in one or more tranches as may be deemed appropriate by the Board on such terms and conditions as the Board may in its absolute discretion deem fit for an amount not exceeding US\$250 Million (US Dollar Two hundred and fifty million only) or equivalent thereof, including green shoe option on such terms and conditions including pricing as the Board may in its sole discretion decide including the form and the persons to whom such securities may be issued and

| | | | | | | | | | |
|---|---------------|-----------------------|-------------------|----------------|---|--------------|-----------|------------|-----------|
| <p>l Steel & Power imited</p> | <p>JSP IN</p> | <p>6726816 IN</p> | <p>12/27/2007</p> | <p>Haryana</p> | <p>all other terms and conditions and matters connected therewith. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:- RESOLVED that pursuant to Section 13, 16 and 94(1)(d) and other applicable provisions of the Companies Act, 1956 and Article 9 of the Articles of Association of the Company, each equity share of the face value of Rs. 5/- (Rupees five only) in the capital of the company fully paid up, be divided into 5 (Five) equity shares of Re. 1/- (Rupee one only) each fully paid up and the Memorandum of Association of the Company be altered by substituting the present Clause V with the following new Clause, viz., V. The Authorised Share Capital of the Company is RS.120,00,00,000/(Rupees one hundred twenty crores only) divided into 20,00,00,000 (Twenty crores) equity shares of Re.1/- (Rupee one only) each and 1,00,00,000 (One Crore) Preference Shares of Rs.100/- (Rupees one hundred only) each To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:- RESOLVED, BY WAY OF SPECIAL RESOLUTION that pursuant to Section 31 and other applicable provisions of the Companies Act, 1956, the Articles of Association of the Company be altered by substituting the present</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DN</p> |
| | | | | | | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DN</p> |

Southern Iron and Steel
Company Limited with JSW
Steel Limited.

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manag</i> |
|---|---------------------------------------|---------------|---|------------------------------------|---|--|---|------------------------|---------------------------------|
| 0 | JSTL IN | 6101640 IN | 12/28/2007 | Mumbai | To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mr. Y. Siva Sagar Rao, who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 24.07.2007, and who holds office upto the date of next Annual General Meeting of the Company under Section 260 of the Companies Act, 1956, and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Y Siva Sagar Rao as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation | Mgmt. | YES | FOR | FO |
| 0 | | | | | To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and 310, read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the appointment of Mr.Y. Siva Sagar Rao as a Whole time Director of the Company, | Mgmt. | YES | FOR | FO |

designated as Joint Managing Director & CEO, for a period of three years, with effect from 24.07.2007 upon such terms and conditions as are set out in the Agreement executed with Mr.Y.Siva Sagar Rao (a copy of which is initialled by the Chairman for the purpose of identification and placed before this meeting), with specific authority to the Board of Directors to alter or vary the terms and conditions of the said appointment and / or agreement including the remuneration which shall not exceed a maximum limit of RS.11,25,000/-p.m. or the limits set out in Sections 198, 309 read with Schedule XIII of the Companies Act, 1956 or any amendments thereto, whichever is lower, as may be agreed to between the Board of Directors and Mr. Y Siva Sagar Rao.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT in supersession of the Resolution passed at the eleventh Annual General Meeting of the Company held on 13th June 2005 and pursuant to the provisions of Section 293 (1) (d) and other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (the Board) for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the

Mgmt.

YES

FOR

FO

Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed, at any time, the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed Rs.

1,50,00,00,00,000/- (Rupees fifteen thousand crores only).

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary

Resolution: RESOLVED THAT in supersession of the Resolution passed at the Extra Ordinary General Meeting of the Company held on 28th March, 2000 and pursuant to the provisions of section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (the Board) to hypothecate/ mortgage and/or charge in addition to the

Mgmt.

YES

FOR

FO

hypothecations/mortgages and/or charges created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking or undertakings of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Company's Bankers/Financial Institutions/ other investing agencies and trustees for the holders of Debentures/Bonds/other instruments/securities to secure any Rupee/Foreign currency Loans, Guarantee assistance, and/or any issue of Non Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non Convertible and/or other Partly/Fully Convertible instruments/securities, within the overall ceiling prescribed by the members of the Company, in terms of section 293(1)(d) of the Companies Act, 1956. RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such deeds, documents, instruments and writings, as may be necessary for creating the aforesaid hypothecations/mortgages

| | | | | | | | | | |
|------------------------------------|---------|------------|------------|---------------|--|-------|-----|-----|----|
| | | | | | and/or charges and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of section 149 (2A) and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby approves the commencement of all Or any of the business specified in sub-clause 56 of Clause III C of the Memorandum of Association of the Company; that is: . To carry on the business of carriers of passengers and.goodsand merchandise by air; sea, or surface transport and to maintain airways,. shipping lines; roadways and other transport service Bndto act as the clearing agents, forwarding agents,. travel.agents, charterers, tour agents and freight contractors . | Mgmt. | YES | FOR | FO |
| TRCL structures & projects limited | IVRC IN | B10SSR3 IN | 12/31/2007 | Postal ballot | To approve the new lines of activity and seek amendments to objects clause of the Memorandum of Association of the Company: To consider and if thought fit, to pass the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 17 of the Companies Act, 1956 and in supercession of the resolution passed at the Annual General Meeting held on 7th September 2007, the objects clause of the Memorandum of Association be and is hereby amended by | Mgmt. | YES | FOR | FO |

inserting the following new object after the existing object No.4 of Clause III (A) of the Memorandum of Association of the Company. 5. To undertake mining operations viz., reconnaissance, prospecting, exploration, development and exploitation and all other related activities like trans-shipment of minerals by roads, pipelines etc., of various minerals and fossil fuels including iron ore, coal, petroleum and gas and to deploy all the necessary equipment and technologies for effective exploitation of all kinds of minerals and fossil fuels.

| | | | | | | | | | |
|------------------------------|------------|---------------|------------|---------|---|-------|----|-----|----|
| Bampur ni Mills imited | BRCM IN | B06KS32 IN | 12/24/2007 | Kolkata | To consider and if thought fit; to pass with or without modification(s), the following resolution as a Special Resolution. Resolved that pursuant to Section 81(IA) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment(s) or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchange where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (SEBI) and subject to the approvals, consents, permissions and/or sanctions, as may be necessary. of the appropriate authorities, institution or body and subject to such terms, conditions, alterations, | Mgmt. | NO | DNA | DN |
|------------------------------|------------|---------------|------------|---------|---|-------|----|-----|----|

corrections, changes, variations and/or, modifications, if any as may be prescribed by anyone or more or all of them in granting such approvals, consents permissions and/or sanction and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the Board which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded and Board is hereby authorised to issue, offer and allot upto 73,00,000 (Seventy three lacs) equity shares of Re.1 each, at a price of Rs.92 per share (including Premium of Rs.91) and upto 1,00,00,000 (one crore) Convertible Warrants (Warrants), to be convertible at the option of Warrant holder in one or more tranches within 18 (eighteen) months from its allotment date into 1 fully paid up Equity Share of the Company of face value of Rs.1 each for cash at an exercise price of Rs.97 (including premium of Rs.91) for each warrant and to issue fresh Equity Shares on the conversion of the warrants, on such further terms and conditions as may be finalised by the Board to following persons belonging to Promoter Group:

| | | | | | | | | | |
|-----------------|---------|------------|-----------|---------------|------------------------------------|-------|-----|-----|----|
| A Power Company | TPWR IN | 6124335 IN | 1/16/2008 | Postal ballot | Raising additional long term funds | Mgmt. | YES | FOR | FO |
|-----------------|---------|------------|-----------|---------------|------------------------------------|-------|-----|-----|----|

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| Company Name | Form | File No. | Date | State | Description | Category | Response | Status | Outcome |
|----------------------------|---------|------------|------------|---------------|--|----------|----------|--------|---------|
| limited | | | | | Commencement of new business | Mgmt. | YES | FOR | FO |
| | | | | | Alteration of the Articles of Association of the Company | Mgmt. | YES | FOR | FO |
| liance Energy limited | RELE IN | 6099853 IN | 1/7/2008 | Postal ballot | Increase in the Authorised Share Capital and amendment to the Memorandum of Association | Mgmt. | YES | FOR | FO |
| | | | | | Alteration in Articles of Association | Mgmt. | YES | FOR | FO |
| | | | | | Raising of additional long term funds | Mgmt. | YES | FOR | FO |
| | | | | | Raising of funds through issue of securities in the international markets | Mgmt. | YES | FOR | FO |
| TV India limited | DITV IN | B1RMW32 IN | 1/4/2008 | Mumbai | To offer, issue and allot the following securities, in one or more tranches through a Preferential Allotment, to M/s Indivision India Partners, a Mauritius based Private Equity Fund. | Mgmt. | NO | DNA | DN |
| Prakash Associates limited | JPA IN | B01GVY7 IN | 1/17/2008 | Postal ballot | Issue of Warrants to Promoters/ Promoter Group Company on Preferential Basis | Mgmt. | YES | FOR | FO |
| | | | | | Appointment and remuneration of Shri Ranvijay Singh as a Whole-time Director | Mgmt. | YES | FOR | FO |
| | | | | | Creation of mortgage/ charge in favor of IDBI to Secure Term Loan of Rs. 200 Crores | Mgmt. | YES | FOR | FO |
| | | | | | Creation of mortgage/ charge in favor of Axis Bank Ltd. To secure privately placed Redeemable NCDs aggregating to Rs. 50 Crores. | Mgmt. | YES | FOR | FO |
| ek Auto limited | AMTK IN | B02ZJ27 IN | 12/31/2007 | Haryana | To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th June 2007 together with Profit and Loss Account for the year ended on that date, and the reports of the Directors and the Auditors thereon. | Mgmt. | NO | DNA | DN |
| | | | | | To appoint a Director In ploc of Mr. B. Lugani, who retires by rotation and Is eligible for | Mgmt. | NO | DNA | DN |

| | | | | |
|---|-------|----|-----|----|
| re-appointment. | | | | |
| To appoint a Director In place of Mr. Sanjay Chhabra, who retires by rotation and Is eligible for re-appointment. | Mgmt. | NO | DNA | DN |
| To declare dividend. | Mgmt. | NO | DNA | DN |
| To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting. | Mgmt. | NO | DNA | DN |
| To consider and, If thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution ·RESOLVED THAT Mr. John Ernest Rinlham, who was appointed as an additional director of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting in term of Section 260 of the Companies Ad, 1956 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 in writing proposing his candidature for the office of director, be and is hereby appointed as Director of the Company liable to retire by rotation: | Mgmt. | NO | DNA | DN |
| To consider and, if thought fit, to pass with or without inodification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT in supersession of the resolution passed earlier and pursuant to Section 198, 269, 309, 310 read with schedule XIII and other applicable provisions, if any, of the CompGnies Ad, 1956, Mr. D. S. Malik be and is hereby appointed as Managing Director of the Company with effect from 30th April 2007 for a period of five years, on | Mgmt. | NO | DNA | DN |

the following terms and
conditions
1

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|---------------------------------------|--------------|---|------------------------------------|--|--|---|------------------------|---|
| | | | | | <p>To consider and, if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:- RESOLVED THAT pursuant to the provisions of Section 94(1)(0)of the Companies Act, 1956 and other applicable provisions, if any, the Authorised share capital of the Company be and is hereby increased from Rs. 80,00,00,000 (Eighty Crores divided into 22,50,00,000 (Twenty Two Crores Fifty Lacs)Equity Shares of Rs. 2/- each and 35,00,000 (Thirty Ave Lacs/ Preference Shares of Rs. 100/- each to Rs. 85,00,00,000 (Rupees Eighty Ave Crores Only) divided into 25,00,00,000 (Twenty FIVECroresl Equity Shores of Rs. 2/- each and 35,00,000 (Thirty Five lacsl Preference Shares of Rs. 100/- each. RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to above resolution.</p> | Mgmt. | NO | DNA | DNA |
| | | | | | <p>To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:- RESOLVED THAT pursuant to the provisions of the section 16 of the Companies Act, 1956 the existing clause (Clause V) of the Memorandum of</p> | Mgmt. | NO | DNA | DNA |

Association of the company be and is hereby substituted and read as under :- The Authorised Share Capital of the Company is Rs. 85,00,00,000 (Rupees Eighty Five Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Shares of Rs. 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shares of Rs. 100/- each:

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to above resolution.

To consider and, if thought fit, to pass with or without modificatton(s), the following resolution as Special

Resolution:- RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 of the Articles of Association of the Company be and is hereby substituted and read as under

:- The Authorised Share Capital of the Company is Rs. 85.00,00,000 (Rupees Eighty FIVECrores Only) diVIDed into 25,00.00.000 (Twenty Five Crores) Equity Shores of Rs. 2/- each and 35,00,000 (Thirty Five Lacs) Preference Shores of Rs. 100/- each .with the power to increase or reduce the same in accordance with the provisions of the Act:

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters that may be necessary,

Mgmt.

NO

DNA

DNA

| | | | | |
|---|--------------|-----------|------------|------------|
| <p>desirable or expedient for giving effect to the aforesaid resolution.</p> <p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special ResoLution:- Resolved that pursuant to the provisions of Section 81(1A) and all other applicable provisions , if any of the Companies Act , 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Assodation of the Company, the rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Boord of Indio and/or any other regulatory authority. the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s),, consent(s), permission(s) and/or sanction(s), if any, of appropriate authorities, institutions or bodies. as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s). permission(s), and/ or sanction(s), the Board of Directors of the Company (hereinafter referred to as the Board , which term shall include any Committee of the Board constituted/to be constituted to exercise its powers conferred by this Resolution) be and is hereby</p> | <p>Mgmt.</p> | <p>NO</p> | <p>DNA</p> | <p>DNA</p> |
|---|--------------|-----------|------------|------------|

authorised on behalf of the Company to Issue and allot upto 70,00,000 Equity Shares of Rs.2/- per share at a premium of Rs. 458/- aggregating to Rs 322 crores, to promoters group companies by way of preferential issue.

Resolved Further That the relevant date for pricing of the shares is 30 days (i.e. 1st December 2007) prior to the date of Annual General Meeting as per clause 13.1.1.1 of SEBI (Disclosure & Investor Protection)

Guidelines, 2000. Resolved Further That the equity shares so issued shall rank pari passu with the then existing equity shares of the Company in all respects. Resolved Further That for the purpose of giving effect to the issue or allotment of equity shares, the Board be and is hereby authorised on behalf of the Company to take actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose and with power on behalf of the

Company to settle all questions, difficulties or doubts that may arise in the proposed issue, offer and allotment of the equity shares, including utilization of the issue proceeds, without being required to seek any further consent or approval of shareholders or otherwise to the end and intent that Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Resolved Further That the Board be and is hereby authorised to delegate all or

any of the powers herein conferred to any Committee of Directors or any Directorts) or the Company Secretary of the Company to give effect to this resolution.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as Special

Mgmt.

NO

DNA

DNA

Resolution:- Resolved that pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any of the Companies Act, 1956 including any statutory modification(s) or re-enadment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the rules/ regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India and/or any other regulatory authority, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of appropriate authorities, institutions or bodies, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as the Board , which term shall include any Committee of the Board constituted/to be

constituted to exercise its powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to create, offer, issue and allot upto 1,50,00,000 warrants, entitling the warrant holder(s) from time to time to apply for equity shares of the Company in two or more tranches, to promoters group Companies by way of preferential Issue, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, provided that the aggregate number of resultant equity shares of the Company against such warrants shall not exceed 1,50,00,000 (One Crores Fifty lacs) fully paid equity shares of the face value of Rs.21- each at a premium of Rs. 458/- aggregating to Rs 690 crores

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orgings
Limited

AHF IN 6009937
IN 12/31/2007 Pune

To receive, consider and adopt the Audited Balance Sheet of the Company as at 30th June 2007 together with Profit and Loss Account for the year ended on that date and the reports of the Directors and the Auditors thereon.

Mgmt.

NO

DNA

DNA

To appoint a Director in place of Mr. D.S:Malik. who retires by rotation and being eligible offer himself for re-appointment.

Mgmt.

NO

DNA

DNA

To appoint a Director in place of Mr. S. E. Krishnan, who retires by rotation and being eligible offer himself for re-appointment.

Mgmt.

NO

DNA

DNA

To declare dividend.

Mgmt.

NO

DNA

DNA

To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual

Mgmt.

NO

DNA

DNA

General Meeting.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary

Resolution:- RESOLVED THAT pursuant to the provisions of Section 94(1)(a) of the Companies Act, 1956 and other applicable provisions, if any, the Authorised share capital of the Company be and is hereby increased from Rs.

35,00,00,000/- (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of Rs. 101- each to Rs.

40,00,00,000/- (Rupees Forty Crore only) divided into 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- each. RESOLVED

FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to above resolution.

Mgmt.

NO

DNA

DNA

To consider and, If thought fit, to pass with or without modification(s), the following resolution as a Special

Resolution:- RESOLVED THAT pursuant to the provisions of Section 16 and all other applicable provision, if any. of the Companies Act, 1956 the existing (Clause-V) of the Memorandum of Association of the Company be and is hereby substituted and read as under:- The Authorised Share Capital of the Company is Rs.

40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs.10/-

Mgmt.

NO

DNA

DNA

(Rupee Ten) each. with the power of the Company to increase or reduce or modify the said Share Capital and to divide the shares for the time being of the Company into several classes and to attach thereto preferential, qualified, special rights privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special

Mgmt.

NO

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Resolution:- RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the existing Articles 3 of the Articles of Association of the Company be and is hereby substituted and read as under:-

The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crore) Equity Shares of RS.10/- (Rupee Ten) each with the power of the Company to increase or reduce or modify the said Share Capital and to divide the shares for the time being of the Company into several classes and to attach thereto preferential, qualified, special rights privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company

and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such acts, deeds and things as may be necessary for giving effect to this above resolution.

To consider and, If thought fit, to pass with or without modification(s), the following

Mgmt.

NO

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resolution as a Special Resolution:- RESOLVED THAT pursuant to the provisions of Section 81(IA) and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the rules! regulations! guidelines, if any, prescribed by the Securities and Exchange Board of India and/or any other regulatory authority, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent{s}, permission{s} and/or sanction{s}, if any, of appropriate authorities, institutions or bodies, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such

approval{s}, consent(s),
permission{s}, and/or
sanction(s), the Board of
Directors of the Company
(hereinafter referred to as the
Board, which term shall
include any Committee of the
Board constituted to be
constituted to exercise its
powers conferred by this
Resolution) be and is hereby
authorized on behalf of the
Company to issue and allot
upto 17,00,000 Equity Shares
of RS.10/- per share at a
premium of Rs. 230/-
aggregating to Rs. 40.80
crores to promotor of the
company by way of
Preferential issue.

To consider and, if thought
fit, to pass with or without
modification(s), the following

resolution as a Special
Resolution:- RESOLVED
THAT pursuant to the
provisions of Section 81 (1A)
and all other applicable
provisions, if any of the
Companies Act, 1956
including any statutory
modification(s) or
re-enactment thereof for the
time being in force and in
accordance with the relevant
provisions of the
Memorandum and Articles of
Association of the Company,
the rules, regulations,
guidelines, if any, prescribed
by the Securities and
Exchange Board of India
and/or any other regulatory
authority, the listing
agreement entered into by the
Company with the Stock
Exchanges where the equity
shares of the Company are
listed and subject to the
approval{s}, consent(s),
permission{s} and/or

Mgmt.

NO

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DNA

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Action Managed</i> |
|---|---------------------------------------|--------------|---|------------------------------------|---|--|---|------------------------|---------------------------------------|
| | | | | | <p>sanction{s}, if any, of appropriate authorities, institutions or bodies, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission{s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as the Board , which term shall include any Committee of the Board constituted/to be constituted to exercise its powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to create, offer, issue and allot upto 38,00,000 warrants, entitling the warrant holder(s) from time to time to apply for equity shares of the Company in two or more tranches, to promoter of the company by way of preferential issue, in such manner and on such terms and conditions as may be determined by the Board in its absolute discretion, provided that the aggregate number of resultant equity shares of the Company against such warrants shall not exceed 38,00,000 (Thirty Eight lacs) fully paid equity shares of the face value of Rs. 101- each at a premium of Rs. 2301- aggregating to Rs. 91.20 crores. To consider and if thought fit to pass with or without modification(s) the</p> | Mgmt. | NO | DNA | DI |

following resolution as
 Special Resolution:-
 RESOLVED THAT pursuant
 to the provisions of
 Section 293(1) (d) and any
 other applicable provisions (if
 any) of the Companies Act,
 1956 (including any statutory
 modification or re-enactment
 thereof for the time being in
 force), the consent of the
 Company be and is hereby
 accorded to the Board of
 Directors of the Company to
 borrow any sum or sums of
 money for and on behalf of
 the Company from time to
 time for the purpose of the
 Company notwithstanding
 that the money to be borrowed
 together with the moneys
 already borrowed by the
 Company (apart from
 temporary loans obtained
 from the Company's bankers
 in the ordinary course of
 business) will or may exceed
 the aggregate of the paid up
 capital of the Company and its
 free reserves, which have not
 been set apart for any specific
 purpose, but so that the total
 amount upto which the money
 may be borrowed shall not
 exceed Rs.2000 Crores
 (Rupee Two Thousand Crores
 Only) on account of the
 principal.

| | | | | | | | | | |
|--------------------|------------|---------------|-----------|------------------|---|-------|-----|-----|----|
| Power s Limited | HBPS IN | B03D005 IN | 1/4/2008 | Hyderabad | Alteration of Articles of Association | Mgmt. | NO | DNA | DI |
| | | | | | Issue of equity shares and warrants on preferential basis | Mgmt. | NO | DNA | DI |
| | | | | | 1. Resolution to be passed under Section 293(1) (a) of the Companies Act. 1956 for sell of the Company's Reid & Taylor Division Comprising of the fabrics and Ready -to- wear Garment Business. | Mgmt. | YES | FOR | FO |
| umars wide Ltd | SKUM IN | 6708085 IN | 1/14/2008 | Postal ballot | 2. Resolution to be passed under Section 372Aofthe | Mgmt. | YES | FOR | FO |

| | | | | | | | | | |
|-------------------------------|---------|---------------|-----------|------------------|---|-------|-----|-----|----|
| sen & Limited | LT IN | B0166K8 IN | 2/1/2008 | Postal ballot | <p>Companies Act, 1956 for making any loan, investment, guarantee or provide any security beyond the prescribed ceiling in company</p> <p>Brandhouse Retails Limited and subsidiary company Reid & Taylor (India) Limited</p> <p>It is proposed to separate the Ready Mix Concrete (RMC) Business Unit of the Company into a separate subsidiary company, or to dispose off to any other entity.</p> | Mgmt. | YES | FOR | FO |
| nmark ceuticals imited | GNP IN | 6698755 IN | 1/30/2008 | Postal ballot | <p>The Company proposes to transfer by way of sale, lease or otherwise its Domestic Active Pharmaceutical Ingredients and Generics Formulation Business together with land, building, plant and machinery, brands, trademarks and other assets at its plants in Goa, Ankleshwar, Kurkumbh and Mohol all located in India as also the employees pertaining to the said business, to Glenmark Generics Limited -a subsidiary of the Company.</p> | Mgmt. | YES | FOR | FO |
| elevision een India Ltd | TLEI IN | B1L5S51 IN | 2/2/2008 | Postal ballot | <p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to Board of Directors of the Company to make loans to any body corporate, acquire by way of subscription,</p> | Mgmt. | YES | FOR | FO |

purchase or otherwise securities of any body corporate or give any guarantee or provide any security in connection with loan made by any person to, or to any other person by, any body corporate in excess of 60 percent of the paid up share capital and free reserves of the Company or 100 percent of the free reserves of the Company, which ever is more as prescribed under section 372A in the shares of other body corporate as detailed in the attached Explanatory Statement, in their absolute discretion deem beneficial and in interest of the Company.

RESOLVED FURTHER THAT Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Whole time Director and Mr. Anil Srivastava, VP-Corporate Affairs & Company Secretary of the Company be and are hereby severally authorized to take such steps as may -be necessary for obtaining approvals, statutory/ contractual or otherwise in relation to the above and to settle all matters arising out of and/or incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution

| | | | | | | | | | |
|----------|--------|---------|-----------|--------|--|-------|-----|-----|----|
| of India | BOI IN | 6099789 | 1/23/2008 | Mumbai | to create, offer, Issue and allot not exceeding 3,77,72,600 Equity Shares (the Equity Shares) of face value of Rs | Mgmt. | YES | FOR | FO |
|----------|--------|---------|-----------|--------|--|-------|-----|-----|----|

10/- each, In one or more tranches by way of Qualified Institutional Placement (OIP) to the Public Sector Enterprises and Mutual Funds who are Qualified Institutional Buyers in terms of the Chapter XIII A of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (SEBI DIP Guidelines) whether or not such investors are existing members of the Bank, at a price not less than the price as determined in accordance with relevant provisions of SEBI DIP Guidelines and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion and wherever necessary In consultation with Lead Managers In accordance with the applicable laws, rules, regulations and guidelines prevailing In this regard.

| | | | | | | | | | |
|-------------------------|---------|---------------|-----------|--------|--|-------|----|-----|----|
| et Ispat & y Limited | MISP IN | 6327372 IN | 1/11/2008 | Raipur | To consider and if though fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and subject to the applicable rules. regulations, guidelines, notifications or circulars issued by the Securities and Exchange Board of India | Mgmt. | NO | DNA | DI |
|-------------------------|---------|---------------|-----------|--------|--|-------|----|-----|----|

[hereinafter referred to as SEBI], the Stock Exchange[s] where the shares of the Company are listed [including provisions of the listing agreement with them], or any other statutory or appropriate authority or body and also subject to such approvals, permissions, sanctions and consents as may be necessary or required from the Government of India and all other appropriate authorities, bodies or institutions, under applicable legislations, rules, regulations, guidelines and contracts for the time being in force, and subject further to such other terms, conditions, stipulations, alterations, amendments, modifications or variations, as may be required, specified or suggested by any of them in granting any such approvals, consents, permissions, or sanctions, and which may be agreed to by the Board of Directors

[hereinafter referred to as the Board], which term shall be deemed to include any Committee of Directors for the time being authorised by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution], consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches[s] on private placement and/or preferential basis, not exceeding 50,00,000 warrants, each warrant carrying one option/entitlement to subscribe to one number of fully paid Equity Share of the Company of Rs.1 0/- each,

against each such option on a future date [i.e. option/entitlement to subscribe to maximum number of 50,00,000 fully paid Equity Shares of Rs. 10/- each in aggregate], within a period not exceeding 18 [Eighteen] months from the date of issue of such warrants, to the following promoter[s] of the Company. The total number of Equity Shares to which the aforesaid proposed allottees will become entitled to, considering one option available per warrant. shall be 50.00,000 Equity Shares of Rs.10/- each.

| | | | | | | | | | |
|----------|---------|---------------|-----------|--------|---|-------|-----|-----|----|
| ens Ltd. | SIEM IN | B15T569 IN | 1/31/2008 | Mumbai | Adoption of audited Annual Accounts, Reports of the Directors and Auditors | Mgmt. | YES | FOR | FO |
| | | | | | Declaration of a Dividend | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. Narendra J. Jhaveri, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. Keki B. Dadiseth, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Mr. Pradip V. Nayak, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To re-appoint BSR& Co., Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of the 50th Annual General Meeting up to the conclusion of the next i.e. 51st Annual General Meeting of the Company and to authorise the Audit Committee of Directors to fix their remuneration. | Mgmt. | YES | FOR | FO |
| | | | | | | Mgmt. | YES | FOR | FO |

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| | | | | | | | | | |
|--------------------------------------|---------|---------------|----------|-----------|--|-------|-----|-----|----|
| | | | | | Amendment of Clause V of the Memorandum of Association | | | | |
| | | | | | Amendment of Article 3 of the Articles of Association | Mgmt. | YES | FOR | FC |
| | | | | | Issue of Bonus Shares | Mgmt. | YES | FOR | FC |
| | | | | | Appointment of Mr. Vijay V. Paranjape as a Director of the Company | Mgmt. | YES | FOR | FC |
| | | | | | Appointment of Mr. Vijay V. Paranjape as a Whole-time Director and payment of remuneration to him | Mgmt. | YES | FOR | FC |
| | | | | | Appointment of Mr. Vilas B. Parulekar as a Director of the Company | Mgmt. | YES | FOR | FC |
| | | | | | Appointment of Mr. Vilas B. Parulekar as a Whole-time Director and payment of remuneration to him | Mgmt. | YES | FOR | FC |
| | | | | | Re-appointment of Mr. Juergen Schubert as the Managing Director and payment of remuneration to him | Mgmt. | YES | FOR | FC |
| | | | | | Appointment of Dr. Armin Bruck as a Director of the Company | Mgmt. | YES | FOR | FC |
| | | | | | Appointment of Dr. Armin Bruck as a Whole-time Director and as the Managing Director and payment of remuneration to him | Mgmt. | YES | FOR | FC |
| | | | | | Increase in remuneration of Mr. Patrick de Royer, Executive Director | Mgmt. | YES | FOR | FC |
| | | | | | Re-Appointment of Mr. K. R. Upili as a Whole-time Director and payment of remuneration to him | Mgmt. | YES | FOR | FC |
| | | | | | Appointment of Ms. Mukta Paranjape, daughter of Mr. Vijay V. Paranjape, Whole-time Director, to an office or place of profit | Mgmt. | YES | FOR | FC |
| Revision between India limited | TLEI IN | B1L5S51 IN | 2/8/2008 | New Delhi | To consider and, If thought fit, to pass with or without modification(s), the following resolution .s Special Resolution. RESOLVED THAT pursuant to Itle | Mgmt. | NO | DNA | DI |

provisions of section 81(IA) and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof for the time being in force and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and subsisting rules/regulations/guidelines, if any, prescribed by the Government of India Securities and Exchange Board of India (SEBI) and/or any other regulatory authority, the listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the company are listed and subject to the approval(s), consent(s), permission(s), and/or sanction(s), if any, of appropriate authorities, institutions or bodies as may be required, and Subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the Board of Directors of the Company (hereinafter referred to as the Board), which term shall include any Committee of the Board constituted / to be constituted to exercise its power, including the powers conferred by this Resolution be and are hereby authorized on behalf of the Company to create, offer, issue and allot 10,000,000 (One Crore) Convertible Warrants, entitling the warrant holder(s) from time to time to apply for

equity shares of the Company
in one or more tranches, to
Network18 India Holdings
Private Limited, a wholly
owned subsidiary of
Network18 Media &
Investments Limited
(Formerly known as
Network18 Fincap Limited)
on preferential placement
basis through offer letter
and/or circular and/or
information memorandum
and/or private placement
memorandum and/or such
other documents! writings, in
such form, manner and upon
such terms and conditions as
may be determined by the
Board in Its absolute
discretion, provided that the
aggregate number of

3

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| <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund Vote</i> |
|-------------------------------|---------------|---------------------------------|----------------------------|---|--|---|------------------|
| | | | | <p>resultant equity shares of the Company to be issued against such warrants shall not exceed 10,000,000 (One Crore) fully paid up equity shares of the face value of As. 5/- each at a premium of As. 518/- against the Convertible Warrant of Rs. 523/- each being not less than the price calculated in accordance with the subsisting Securities and Exchange Board of India (Disclosures and Investor Protection) Guidelines, 2000 (hereinafter referred to as -SEBI DIP Guidelines), in this behalf.</p> | | | |
| ANS IN | B1LGZV9 IN | 2/23/2008 | Postal ballot | Alteration/Amendment of Main Objects of Memorandum of Association inter alia widening the scope of present Main Objects: | Mgmt. | YES | FOR |
| VPL IN | B00YYS7 IN | 2/20/2008 | Mumbai | <p>To consider and if thought fit to pass with or without modification(s), the following as a Special Resolution: RESOLVED THAT in accordance with the provisions of Section 81 and other applicable provisions, if any, of the Companies Act, 1956 and subject to such consents and such other approvals as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) or as may be prescribed or made, in granting such consents and approvals and which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches, in the course of domestic/international offerings to Domestic/Foreign Institutions, Non-Resident Indians, Indian Public Companies, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, individuals or otherwise, whether shareholders of the Company or not, through a public issue or rights issue and/or on a private placement basis, Ordinary Shares, debentures or bonds whether Partly/Optionally/Fully Convertible and/or securities linked to Ordinary Shares including but</p> | Mgmt. | YES | FOR |

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not limited to Global Depositary Receipts (GDRs) and/ or Foreign Currency Convertible Bonds and/or bonds with Share Warrants attached (hereinafter referred to as Securities), secured or unsecured such that the total amount raised through the aforesaid Securities should not exceed Rs.800 crore (Rupees Eight Hundred Crore only) (including greenshoe, if any), or its equivalent, of incremental funds for the Company. RESOLVED FURTHER THAT the consent of the Company be arid is hereby granted in terms of Section 293(1Ha) and other applicable provisions, if any, of the Act and subject to all necessary approvals to the Board to secure, if necessary, all or any of the above mentioned Securities to be issued, by the creation of a mortgage and/ or charge on all or any of the Company s immovable, movable and/ or intangible assets, both present and future in such form and manner and on such terms as may be deemed fit and appropriate by the Board. RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form and terms of the Issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/ conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or abroad, appoint lead managers, and other agencies as the Board in its absolute discretion deem!Nfit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/ or abroad and to settle any questions or difficulties that may arise in regard to the Issue(s). RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred above to any Committee of Directors.

DE IN B01VRK0 2/4/2008 Ahmedabad
IN

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution. RESOLVED THAT in accordance with and subject to the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956, Foreign Exchange Management Act, 1999 (including any statutory modification(s) or

Mgmt.

NO

DNA

re-enactment thereof for the time being in force), Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Foreign Exchange (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and other applicable Rules, Regulations, Notifications, Circulars, Schemes, Guidelines and Directions, if any, of the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), the Stock Exchanges where the securities of the Company are listed (including provisions of the listing agreement with them), and other concerned and relevant authorities and other applicable laws if any, and the relevant provisions of the Memorandum and Articles of Association of the Company; and also subject to such approvals, consents, permissions, or sanctions of the Government of India (GOI), RBI, SEBI and any other Indian/Overseas appropriate authorities, institutions or bodies as may be necessary and subject to such terms, conditions, stipulations, alterations, amendments, modifications, or variations as may be prescribed by any of them in granting any such approvals, consents, permissions, or sanctions; and which may be agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any Committee of Directors for the time being authorised by the Board of Directors to exercise the powers conferred by the Board), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot on behalf of the Company, in one or more tranches (including with provision for reservation on firm and/or competitive basis) of public or private offerings in domestic and/or international markets, through prospectus and/or offer letter, and/or offering memorandum, and/or other permissible/requisite offer document or letter; Foreign Currency Convertible Bonds (FCCBs) and/or Global Depository Receipts (GDRs) and/or any other Depository Receipts (DRs), and/or Securities representing either Equity Shares or convertible Securities through Depository Receipts, and/or Equity Shares and/or Preference Shares, and/or any other Securities convertible into Equity Shares at the option of the Company and/or holders of the Security and/or Securities linked to Equity Shares and/or Securities with or without

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detachable/non-detachable warrants (hereinafter referred to as the Securities), whether secured by way of creating charge on the assets of the Company or unsecured, subscribed to in Indian/Foreign Currency(ies), by Indian or Foreign Banks, Institutions, Foreign Institutional Investors, Mutual Funds, Companies, Other Corporate Bodies, Trusts, Funds, Hedge Funds; Resident/Non-Resident Indians, Foreign Nationals, individuals and other eligible Investors, persons or entities (hereinafter collectively referred to as Investors) as may be decided by the Board; whether or not such investors are members of the Company; up to an aggregate amount not exceeding Rs. 3000 Crores (Rupees Three Thousand Crores Only) or its equivalent in any foreign currency as the case may be (inclusive of such premium as may be determined), and such offer, issue and allotment to be made, at such time or times, in Indian Rupees or any convertible foreign exchange or other currencies as may be permissible and/or required, at such price or prices, in such form and manner and on such other terms and conditions as may be decided and deemed appropriate by the Board at the time of such offer, issue and allotment , subject however, to the applicable guidelines, rules, regulations, notifications, circulars and other applicable statutory provisions.

| | | | | | |
|------------------------------|------------------|--|-------|-----|-----|
| PA IN B01GVY7 3/1/2008 IN | Postal ballot | <p>To consider and, if thought fit, to give assent/dissent to the following Resolution: As Special Resolution: Investment In Special Purpose Vehicle for Implementation of the Ganga Expressway Project. RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approvals of Financial Institutions I Banks and such other approvals as may be required, the Board of Directors of the Company be and is hereby authorized to make an investment of up to Rs.3000 Crores (Rupees Three Thousand Croresonly), in one or more tranches, by way of investment in the Equity Capital of I making loans to I providing Security or Guarantee(s) for the loans granted to an existing or a new company</p> <p>mbe.ir:Icorporatedasa.SpecialU?.urpose_Vehicle, for implementation of the Ganga Expressway Project, with the name of Jaypee Ganga</p> | Mgmt. | YES | FOR |
|------------------------------|------------------|--|-------|-----|-----|

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Infrastructure Corporation limited or such other name as may be made available by the Registrar of Companies, Uttar Pradesh & Uttaranchal, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans guarantees so far given by the Company along with the proposed investment may exceed 600% of the paid-up capital and free reserves of the Company or 100% of its free reserves, whichever is more. RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, which are incidental, consequential and necessary for implementing the resolution as aforesaid and settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution.

Further Issue of Capital

| | | | | | | | |
|------------|---------------|-----------|---------|--|-------|-----|-----|
| YS IN | B18P3B5 IN | 2/20/2008 | Mumbai | | Mgmt. | YES | FOR |
| | | | | Issue Of Foreign Currency Convertible Bonds | Mgmt. | YES | FOR |
| | | | | Issue of Convertible Warrants | Mgmt. | YES | FOR |
| | | | | Appointment of Mr. Prakash K Thakur as Whole-time Director of the Company | Mgmt. | YES | FOR |
| | | | | Appointment of Mr. Santosh V Nayak as Whole-time Director of the Company | Mgmt. | YES | FOR |
| BRCM IN | B06KS32 IN | 4/18/2008 | Kolkata | To receive, consider and adopt. the profit & loss Account of the Company for the year ended 30th September, 2007 and the Balance Sheet as at that date with the Reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA |
| | | | | To appoint ,a director in place of Shri R.K. Choudhury, who retires by rotation and being eligible offers himself for reappointment. | Mgmt. | NO | DNA |
| | | | | To appoint a Director in place of Shri S.B. Budhitaja, who retires by rotation and being eligible offers himself for reappointment. | Mgmt. | NO | DNA |
| | | | | To appoint Auditors and to fix their remuneration. | Mgmt. | NO | DNA |
| | | | | To consider and if thought fit; to pass with or without modification(s), the, following reResolution as an Ordinary Resolution : Resolved that the consent of the Company be and is hereby accorded in terms of Section 293(IXa) and other | Mgmt. | NO | DNA |

applicable provisions, if any, of the Companies Act, 1956 and subject to such other approval as maybe required for mortgaging . and/or creating charge by ,the Board of Directors of the Company with such ranking 115 to priority and for such time and on such terms as the Board may determine, all or any of the movable and/or immovable, tangible and/or intangible propeqies, both present and future of the Haidergllrh Unit and Rauzagaon Unit of the Company wheresoever situated, present and future. and the whole of the undertaking of the I;-laidergarh UJ;lit and Rauzagaon Unit together with the pl)Wer to take QVerthe management of the business and <;l)n<:ern.of the Company in certain events of default in favolJr of International Finance Corporation (IFC), Washington, USA to s«uretheir Term loannoc .e)cceding U~ \$.40,000,0()0 (United States Dollar Forty Million) availed of/to be ava.iled of by the Company from IFC together with. interest thereon at the respe<:tiverates, compoundinteresc, additional interest, liquidateddarnages, commitment charges, premia on prepayment, costs, charges, expenses, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a resUlt of devaluation/revaluation/fluctuation in the rates of exchao.ge and all other monies payable by the Company in terms Of the facility agreement dated 18th April 2007 and any related documents executed/to be executed by the Company with/in favour of IFC, or any related document entered into/to be entered into between the Company and IFC, in respect of the said loanlborrowings and cl)ntaining such specific terms and conditions and covenants in. respect of enforcement of securiry as may be stipulated in that ,behalf .and. agreed to between the .Board of Directors or Q>rpll).ittee thereof and

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| Issuer of Portfolio Security | Exchange Ticker Symbol | Sedol | Shareholder Meeting Date | Location of Meeting | Summary of Matter Voted On | Who Proposed Matter: Issuer / Shareholder | Whether Fund Cast Vote on Matter | Fund's Vote | Vote or Agreement | Vote or Agreement |
|------------------------------|------------------------|-------|--------------------------|---------------------|---|---|----------------------------------|-------------|-------------------|-------------------|
| | | | | | <p>the.IFC/ its agenc<s)/trustee(s). { Resolved fiuther that for the purpbse of givingeffecr to this resolution,, the Board be and is hereby authorised to finalise, settle and execute such documents/deeds/writings/ paperS/agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute dis.<:retiondeem necessary, proper or desirable with regard tl) <:reating mortgage/<:harge as aforesaid.</p> <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: Resolved that the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 for mortgaging and/or charging by the Board of Directors of the Company on all the moveable and immoveable properties of the Mankapur Sugar Unit & Co-gen Plants of the Company situated at Mankapur, Dist-Gonda, U.P. both present and future by way of an exclusive second charge in favour of the President of India (Central Government; Ministry of Consumer Affairs & Public Distribution, Sugar</p> | Mgmt. | NO | DNA | DNA | |

Development Fund (SDF),
Krishi Bhavan, New Delhi) to
secure Rupee Term Loan not
exceeding Rs. 31,94,40,000/(
Rupees Thirty one crores
Ninety four lacs forty
thousand only) lent and
advanced/ to be lent and
advanced by the Government
of India, Ministry of
Consumer Affairs & Public
Distribution, Directorate of
Sugar under Rules prescribed
for Sugar Development Fund
(SDF) and the interest at the
respective agreed rates
compound/additional interest
and all other monies payable
by the Company to SDF in
terms of their respective loan
agreements/letters of sanction
entered into/to be entered into
by the Company in respect of
the said Term Loan. And the
Board of Directors of the
Company be and is hereby
authorised to finalise with
SDF the documents for
creating aforesaid mortgage
and charges and to do all such
acts, deeds and things as may
be necessary for giving effect
to the above resolution.

To consider and if thought fit,
to pass with or without
modification(s), the following
resolution as a Special
Resolution: Resolved that,
pursuant to the Provisions of
Sections 198, 269, 309 and
Schedule XIII and other
applicable provisions, if any,
of the Companies Act, 1956,
the Company hereby approves
the payment of remuneration
to Shri K.N Ranasaria,
Wholtime Director of the
Company for the period from
1st October, 2006 to 11th
May, 2009 as set out in the
explanatory statement

Mgmt.

NO

DNA

DNA

| | | | | | | | | | |
|-----------------------------------|---------|---------------|-----------|---------------|---|-------|-----|-----|-----|
| United Phosphorus Limited | UNTP IN | B0L0W35 IN | 3/3/2008 | Gujarat | <p>annexed hereto as minimum remuneration in case the Company has in any financial year no profits or if its profits are inadequate with the liberty to the Board of Directors (the Board) to revise, amend, alter and vary the terms and conditions of his remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 1956 and Schedule XIII or any modification thereto and as may be agreed to by and between the Board and Shri K.N Ranasaria. Resolved further that the Board or any committee thereof be and is hereby authorised to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution.</p> <p>To consider and if thought fit, approve with or without modification(s), the Scheme of Arrangement for de-merger of Haldia Division of SWAL Corporation Limited, the Transferor Company / De-merged Company with United Phosphorus Limited, the Applicant Company and Reduction of Capital in the form of utilisation of Securities Premium Account of the Applicant Company.</p> | Mgmt. | NO | DNA | DNA |
| Tata Consultancy Services Limited | TCS IN | B01NPJ1 IN | 3/17/2008 | Postal ballot | <p>Increase in the Authorised Share Capital and Alteration of the Memorandum of Association of the Company</p> <p>Alteration of the Articles of Association of the Company</p> <p>Issue of Redeemable Preference Shares</p> | Mgmt. | YES | FOR | FOR |
| Housing Development and | HDIL IN | B1RPZ09 IN | 2/27/2008 | Postal ballot | <p>Increase In Number of Directors</p> | Mgmt. | YES | FOR | FOR |

structure
limited

Balaji
lefilms
limited
liabulls
financial
services
limited

| | | | | | | | | | |
|--|----------|------------|-----------|---------------|---|-------|-----|-----|-----|
| | | | | | Increase in Authorised Capital | Mgmt. | YES | FOR | FOR |
| | | | | | Alteration of Memorandum and Articles of association- As special Resolution | Mgmt. | YES | FOR | FOR |
| | | | | | Appointment of Shri. Rakesh Kumar Wadhawan as Whole time Director designated as Executive Chairman. | Mgmt. | YES | FOR | FOR |
| | | | | | Approval of Revised terms of Remuneration of Shri. Sarang Wadhawan- Managing Director. | Mgmt. | YES | FOR | FOR |
| | | | | | Variation In the Utilisation of IPO proceeds | Mgmt. | YES | FOR | FOR |
| | | | | | Payment of Remuneration to Non executlve Directors | Mgmt. | YES | FOR | FOR |
| | BLJT IN | 6545538 IN | 3/14/2008 | Postal ballot | Revision in Remuneration of Creative Director of the Company | Mgmt. | YES | FOR | FOR |
| | IBULL IN | B02L7L0 IN | 3/6/2008 | Postal ballot | To consider and if thought fit, to pass the following resolution as a Special Resolution: RESOLVED THAT, in accordance with the provisions of Section 81 (1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof) and relevant provisions of the Memorandum and Articles of Association of the Company and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Master Circular on External Commercial Borrowings and Trade Credits dated July 2, 2007 issued by the Reserve Bank of India as amended, and such other statutes, rules and regulations as may be applicable and relevant, and subject to the approval, consent, permission and/or sanction of the | Mgmt. | YES | FOR | FOR |

Ministry of Finance of the Government of India, Reserve Bank of India and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, the Board of Directors (hereinafter referred to as the Board), which term shall be deemed to include any Committee thereof referred to below), be and is hereby authorized on behalf of the Company to create, offer, issue, and allot, in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international offering(s) in one or more foreign markets, for a value of up to USD equivalent to INR 4000 crores (US Dollars equivalent to Indian Rupees Four thousand crores), equity shares of the Company (Equity Shares) and/or Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and / or Equity Shares through Depository Receipt Mechanism and / or any Other Financial Instruments (OFIs) including Compulsorily Convertible Preference Shares convertible into or linked to Equity Shares, or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as

Securities) or any combination of Securities to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Foreign Institutional Investors, Venture Capital Funds, Foreign Venture Capital Investors, Indian and/or Multilateral Financial Institutions, Mutual Funds, Non-Resident Indians, Employees of the Company and / or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the Investors) through public issue(s) of prospectus, private placement(s) or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the Lead Managers, as the Board in its absolute discretion may deem fit and appropriate.

To consider and if thought fit, to pass the following resolution as a Special

Mgmt.

YES

FOR

FOR

Resolution: RESOLVED
THAT pursuant to the provisions of Section 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof), the provisions of Chapter XIII A of the SEBI (Disclosure and Investor Protection) Guidelines 2000 (SEBI DIP Guidelines) and the provisions of the Foreign Exchange Management Act, 2000 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and such other statutes, rules and regulations as may be applicable and relevant, the Board of Directors may at their absolute discretion, issue, offer and allot Equity Shares / Fully convertible Debentures(FCD) / Partly convertible Debentures (PC D) / Optionally Convertible Debentures (OCD) or any other securities other than warrants, which are convertible into or exchangeable with the equity shares of the Company or other specified securities, (herei nafter collectively referred to as uSecurities) within the meaning of Chapter XIII A of the SEBI (Disclosure and Investor Protection) Guidelines, 2000 for Qualified Institutional Placement (SEBI DIP Guidelines) for a value up to USD equivalent to INR 4000 crores (United States Dollars equivalent to Indian Rupees Four Thousand crores only) inclusive of such premium, as

may be finalized by the Board, to Qualified Institutional Buyers (as defined by the SEBI DIP Guidelines) pursuant to a qualified institutional placement, as provided under the said Guidelines.

To consider and if thought fit, to pass, the following resolution as a Special Resolution: RESOLVED THAT in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and the Public Companies (Terms of Issue of Debentures and Raising of Loans with Option to Convert such Debentures or Loans into Shares) Rules, 1977, as amended, and subject to the approval, consent, permission and/or sanction of any appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, the Board of Directors (hereinafter referred to as the Board), be and is hereby authorized on behalf of the Company to create, offer, issue, and allot, in one or more tranches, in the course of domestic offering(s) for a value of up to Rupees 4000 crores (Rupees Four thousand crores), Equity Shares / Fully

Mgmt.

YES

FOR

FOR

convertible Debentures (FCD)
/ Partly convertible
Debentures (PCD) /
Optionally Convertible
Debentures (OCD) /
Debentures with right to
subscribe to Equity Shares
/Convertible / Non
Convertible Preference Shares
/ Bonds / Non Convertible
Debentures with or without
detachable warrants with a
right exercisable by the
warrant holders to convert or
subscribe to the Equity Shares
or otherwise / any other
Financial Instruments
convertible into or
exchangeable with the equity
shares of the Company,
(hereinafter collectively
referred to as Debt Securities)
or otherwise, out of the
authorized capital of the
Company, to such person or
persons, who may or may not
be the shareholder(s) of the
Company, as the Board may
at its sole discretion decide,
including one or more of the
Members, Promoters,
Employees, Non-Resident
Indians, Retail/Institutional
Investors, Foreign
Institutional Investors
(Fils), Venture Capital Funds,
Foreign Venture Capital
Investors, State Industrial
Development Corporations,
Insurance Companies,
Provident Funds, Pension
Funds, Development
Financial Institutions, Banks,
Mutual Funds, Multilateral
and/or Bilateral Financial
Institutions, Bodies Corporate,
private or public or other
entities and to such other
persons in one or more
combinations thereof, whether
through public issue, rights

issue, private placement or otherwise, or a combination thereof at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, conversion period etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors wherever necessary, as the Board in its absolute discretion may deem fit and appropriate.

To consider and if thought fit, to pass, the following resolution as a Special Resolution: **RESOLVED THAT** pursuant to the provisions of Section 17 and other applicable provisions if any, of the Companies Act, 1956, the Main Objects Clause of the Memorandum of Association of the Company be altered by inserting the following new object in main objects of the Company, after the existing clause 8.(a) To engage in the business of insurance intermediation and acting as corporate agent, composite insurance agent, insurance broker, insurance consultant etc. for the purpose of soliciting or procuring life or general insurance business for clients

Mgmt.

YES

FOR

FOR

and insurance companies.(b)
To act as corporate insurance
agent for life insurers and
general insurers and procure
business for them.(c) To act as
agents for insurance products
such as life,pension, fire,
motor & other products and to
carry on the business of
insurance either directly or as
an insurance agent, insurance
broker or otherwise .

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manag</i> |
|---|---------------------------------------|--------------|---|------------------------------------|--|--|---|------------------------|---------------------------------|
| | | | | | <p>To consider and if thought fit, to pass, the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered in the following manner (i) Insertion of the following Article 158 A after the Article 158: 158 A. The Board shall have the power at any time and from time to time to appoint any person to act as the Chairman and / or Vice Chairman of the Company who shall be entitled to exercise all such powers and to do all such acts and things as may be authorised by the Board of Directors. (ii) Amendment of definition of the term Chairman as given in the Article 2(d) so as to read as under: 2(d) Chairman and/or Vice Chairman means the person(s) appointed by the Board to act as the Chairman and/or Vice Chairman of the Company.</p> | Mgmt. | YES | FOR | FO |
| | | | | | <p>To consider and if thought fit, to pass the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to Section 293(1) (d) and other applicable provisions if any, of the of the Companies Act, 1956, consent of the</p> | Mgmt. | YES | FOR | FO |

Company be and is hereby
 accorded to the Board of
 Directors of the Company for
 borrowing from time to time
 any sum or sums of money on
 such terms and conditions and
 with or without security as the
 Board of Directors may think
 fit, which, together with the
 moneys already borrowed by
 the Company (apart from the
 temporary loans obtained or to
 be obtained from the

Company's bankers in the
 ordinary course of business),
 may exceed the aggregate for
 the time being of paid up
 capital of the Company and its
 free reserves, that is to say
 reserves not set apart for any
 specific purpose, provided
 that the total amount of
 money / moneys so borrowed
 by the Board shall not at any
 point of time exceed the limit
 of Rupees 35,000 Crores
 (Rupees Thirty Five Thousand
 crores).

To consider and if thought fit,
 to pass the following
 resolution as a Special
 Resolution:- RESOLVED
 THAT pursuant to Clause 15
 (c) (i) of the Scheme of
 Arrangement between
 Indiabulls Credit Services
 Limited and the Company
 approved by the Hon'ble High
 Court of Delhi vide its order
 dated 23rd November, 2007
 and the provisions of
 Section 81 (1A), and all other
 applicable provisions, if any,
 of the Companies Act 1956,
 the Memorandum and Articles
 of Association of the
 Company, and the provisions
 of the SEBI (Employee Stock
 Option Scheme and Employee
 Stock Purchase Scheme)
 Guidelines, 1999 (the ESOS

Mgmt.

YES

FOR

FO

Guidelines) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded to the adoption of the Indiabulls Credit Services limited Employees Stock Option Plans as the IBFSL-ICSL Employees Stock Option Plans.

To consider and if thought fit, to pass, the following resolution:- RESOLVED THAT in compliance with the terms of the Scheme of Arrangement between Indiabulls Credit Services Limited and the Company approved by the Hon ble High Court of Delhi vide its order dated 23rd November, 2007 and pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act 1956, the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (ESOS Guidelines) including any statutory modification(s) or re-enactment(s). thereof, the Memorandum and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include the Compensation Committee

Mgmt.

YES

FOR

FO

which has been authorized to exercise the powers conferred by this resolution), to create, offer, issue and allot to or to the benefit of the Employees under the Indiabulls Credit Services Limited Employees Stock Option Plan 2006 dated January 2, 2006, the Indiabulls Credit Services limited Employees Stock Option Plan II 2006 dated July 28, 2006, or the Indiabulls Credit Services limited Employees Stock Option Plan II M 2006 dated October 25, 2006 (the Identified Employees), equity options in the Company pursuant to the IBFSL- ICSL Employees Stock Option Plan 2006, the IBFSL-ICSL Employees Stock Option Plan II-2006, and IBFSL-ICSL Employees Stock Option Plan II M 2006 respectively, entitling the optionholders to purchase an equivalent number of Equity Shares of face value of Rs. 2/- (Rupees Two) each of the Company, at the exercise price and terms as specified in the table set out below, in one or more tranches, and on the same terms and conditions as given in the IBFSL-ICSL Employees Stock Option Plan 2006, IBFSL-ICSL Employees Stock Option Plan 11- 2006 and IBFSLICSL Employees Stock Option Plan IIM- 2006 as placed before the meeting, duly initialed by the Chairman for the purpose of identification.

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the

Mgmt.

YES

FOR

FO

| | | | | | | | | | |
|---------------------------------------|--------|---------------|-----------|--------|--|-------|-----|-----|----|
| Software Communications Limited | UTV IN | B06CRH5 IN | 3/17/2008 | Mumbai | <p>provisions of Section 94 and other applicable provisions, if any, of the Companies Act,1956, the authorized share capital of the Company be and is hereby increased from Rs. 1243,47,50,000 divided into 50,00,00,000 Equity Shares of Rs. 2/- each, 2,50,00,000 Preference Shares of Rs. 300/- each and 2,50,00,000 Preference Shares of Rs. 157.39/- each to Rs. 1543,47,50,000 divided into 200,00,00,000 Equity Shares of Rs. 2/- each, 2,50,00,000 Preference Shares of Rs. 300/- each and 2,50,00,000 Preference Shares of Rs. 157.39/- each by creation of additional 150,00,00,000 Equity Shares of Rs.2/- each. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:- -RESOLVED THAT pursuant to Section 94 and all other applicable provisions, if any, of the Companies Act. 1956, the authorized share capital of the Company be increased from Rs. 36.00,00,000/- (Rupees Thirty Six Crores) to Rs. 45,00,00,000/(Rupees Forty five Crores) by the creation of 90.00,000 (Ninety lakh) new equity shares ranking pari passu with the existing equity shares subject to the Memorandum and Articles of Association of the Company. To consider and. if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:- -RESOLVED THAT existing clause of the Memorandum of Association of the Company be and is</p> | Mgmt. | YES | FOR | FO |
| | | | | | | Mgmt. | YES | FOR | FO |

hereby altered by deleting the existing Clause V and substituting in its place the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs.45,00,00,000/- (Rupees Forty five Crores) divided into 4,50,00,000 Equity Shares of Rs.10/- each. -RESOLVED FURTHER THAT any one of the Directors of the Company and/or Mr. Mohd. Sajid Ali Company Secretary be and are hereby authorised, jointly and individually, to do all such acts, deeds, matters and things necessary or desirable in connection with or incidental to giving effect to this resolution, and make all necessary filings and intimations to the Registrar of Companies and other appropriate authorities.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:- -RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and is hereby altered by deleting the entire Article 4 and substituting in its place the following as new Article 4 Article 4 The Authorized Share Capital of the Company is Rs. 45,00,00,000/- (Rupees Forty five Crores) divided into 4,50,00,000 (Four Crores and Fifty lacs) Equity Shares of Rs.10/- each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time

Mgmt.

YES

FOR

FO

being. -RESOLVED
FURTHER THAT any one of
the Directors of the Company
and/or Mr. Mohd. Sajid Ali,
Company Secretary be and are
hereby authorised, jointly and
individually, to do all such
acts, deeds, matters and things
necessary or desirable in
connection with or incidental
to giving effect to this
resolution, and make all
necessary filings and
intimations to the Registrar of
Companies and other
appropriate authorities.

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|---------------------------------------|--------------|---|------------------------------------|---|--|---|------------------------|---|
| | | | | | <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: -RESOLVED THAT in accordance with the provisions of Memorandum and Articles of Association of the Company and subject to Section 81 (1A) and all other applicable provisions. if any of the Companies Act, 1956 (including any amendment there to or re-enactment there of) and subject to Regulation 23(1 lib) and all other applicable regulations. if any under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (Takeover Regulations 1 and subject to such other consent, approval, if any, including those of Securities and Exchange Board of India (SEBI), Foreign Investment Promotion Board. Rnancial Institution, Stock Exchanges and/or Reserve Bank of India as may be required and on such conditions and modifications as may be prescribed by any of them while granting such approval and consents which may be agreed to by the Board of Directors. consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board . which term shall be deemed to include any committee which the</p> | Mgmt. | YES | FOR | FOR |

Board may constitute to exercise its powers) to create, offer, issue and allot as part of a consolidated transaction: (i) up to 45,32,000 warrants, on a preferential basis (hereinafter referred to as Warrants) to Unilazer Exports and Management Consultants Limited, one of the promoters of the Company, (hereinafter referred to as Unilazer) as the Board may decide in its absolute discretion with each equity share issued pursuant to each Warrant having a nominal value of RS.10/- each at a price of Rs. 860.79 which includes a premium of Rs. 850.79 per equity share which amount is higher than the minimum price calculated in accordance with SEBI (Disclosure & Investor Protection) Guidelines, 2000 as amended, (the Guidelines on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company at the time of issue or allotment, and (ii) up to 93,52,500 equity shares (Shares) to The Walt Disney Company (Southeast Asia) Ple. Ltd., an existing shareholder of the Company. ("TWDC (SEA)) with each equity shares having a nominal value of RS.10/- each at a price of Rs. 860.79 which includes a premium of Rs. 850.79 per share which amount is higher than the minimum price calculated in accordance with the Guidelines (TWDC (SEA) Subscription) on such terms and conditions as may be decided and deemed appropriate by the Board of

| | | | | | | | | | |
|----------------------------|--------|------------|-----------|---------------|--|-------|-----|-----|--------|
| | | | | | <p>Directors of the Company at the time of issue or allotment . To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: -RESOLVED THAT the Special Resolution under Section 372A of the Companies Act, 1956 passed by the Members by way of Postal Ballot on 23rd January, 2007 and 3rd October, 2007 be and is hereby partially modified to the extent that the limit of Rs. 325 crores mentioned in the said Special Resolution be enhanced to Rs. 400 crores and that all the terms and conditions as mentioned therein shall remain unchanged</p> | Mgmt. | YES | FOR | FOR |
| Prakash Associates Limited | JPA IN | B01GVY7 IN | 3/27/2008 | Postal ballot | Making investment in the shares of Jaypee Infratech Ltd. | Mgmt. | YES | FOR | FOR |
| Adani Enterprises Limited | ADE IN | B01VRK0 IN | 3/24/2008 | Postal ballot | RESOLVED THAT in furtherance to the resolutions passed earlier at the General Meetings and by way of postal ballot processes pursuant to the provisions of section 372A and other applicable provisions, if any, of the Companies Act, 1956 or any amendments or modifications thereof (including any ordinance or statutory modification, re-enactment thereof for the time being in force) and subject to consent and approvals of Reserve Bank of India (RBI), Public Financial Institution(s) including UTI, Stock Exchange(s), Securities and Exchange Board of India (SEBI) or such authorities if required, and/or in accordance with guidelines and | Mgmt | . Y | ES | FOR FO |

notifications issued by SEBI, Government, etc. and such other approvals/permissions as may be necessary under any other statute for time being in force, consent and approvals of the Company be and are hereby accorded to the Board of Directors of the Company:

- a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, as mentioned herein below in excess of and in addition to the limits for which members' approval has already been obtained in the General Meetings and by way of postal ballot processes earlier or the limits specified in section 372A of the Companies Act, 1956, whichever is higher.
- b) to make/ give from time to time any loan or loans to any body or bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, as mentioned herein below in excess of and in addition to the limits for which members' approval has already been obtained in the General Meetings and by way of postal ballot processes earlier or the limits specified in section 372A of the

Companies Act, 1956,
 whichever is higher.
 c) give from time to time any guarantee(s) and/or provide any security(ies), in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by, any body/ies corporate, whether in India or outside, which may or may not be subsidiary/ies of the Company as the Board may think fit, as mentioned herein below, in excess of and in addition to the limits for which members' approval has already been obtained in the General Meetings and by way of postal ballot processes held earlier or the limits specified in section 372A of the Companies Act, 1956 whichever is higher.

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|--|---------------|---------------|-----------|------------------|--|-------|-----|-----|-----|
| Revision Eighteen India Limited | TLEI IN IN | B1L5S51 IN | 3/27/2008 | Postal ballot | To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, Foreign Exchange Management Act, 1999, directions issued by Reserve Bank of India and other applicable provisions and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the Company be and is hereby accorded to Board of Directors of the Company to make loans to any body corporate, acquire by way of subscription, purchase or otherwise securities of any body | Mgmt. | YES | FOR | FOR |
|--|---------------|---------------|-----------|------------------|--|-------|-----|-----|-----|

corporate or give any guarantee or provide any security in connection with loan made by any other person to, or to any other person by, any body corporate, in excess of 60 percent of the paid up share capital and free reserves of the Company or 100 percent of the free reserves of the Company, which ever is more as prescribed under Section 372A, as detailed in the attached Explanatory Statement, as they in their absolute discretion deem beneficial and in the interest of the Company. RESOLVED FURTHER THAT for the purpose of giving effect to above Mr. Raghav Bahl, Managing Director, Mr. Sanjay Ray Chaudhuri, Whole-time Director and Mr. Anil Srivastava, VP-Corporate Affairs & Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approval(s), statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and/or incidental or ancillary thereto, and to sign, seal and execute all deed(s), application(s), document(s) and writing(s) that may be required, on behalf of the Company and generally to do all act(s), deed(s) and thing(s) as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid matter .

| | | | | | | | | |
|----------------|-----------------------|-----------|------------------|---|-------|-----|-----|-----|
| ujana owers | SUTL IN B23PHC6 IN | 3/24/2008 | Postal ballot | To pass the Special Resolution in respect of | Mgmt. | YES | FOR | FOR |
|----------------|-----------------------|-----------|------------------|---|-------|-----|-----|-----|

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further issue of Equity Shares of the Company to an extent of US\$75.00 million by way of Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs) and/or American Depository Receipts (ADRs) convertible into equity shares, etc.

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IN

Jaipur

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution : RESOLVED THAT pursuant to Section 81(1A) of the Companies Act, 1956, and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the existing guidelines, roles and regulations of the Securities and Exchange Board of India (SEBF), Reserve Bank of India, Government of India (including any statutory amendment(s), modification(s) and or re-enactment(s) thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and the provisions of Foreign Exchange Management Act, 1999 and roles and regulations framed thereunder and including without limitations the provisions of Chapter XII A

Mgmt.

NO

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of the Securities & Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (hereinafter referred , to as the SEDI (DIP) Guidelines relating to issue of shares through Qualified Institutional Placement including any amendments thereto or any reenactment thereof for the time being in force and subject to all other applicable statutes, guidelines, regulations, approvals, consents, permissions or sanction of the Central Government, The Reserve Bank of India and any other Appropriate Authorities, institutions and/or bodies, and subject to such terms, conditions and modifications as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion and being considered appropriate and determined by the Board of Directors of the Company (hereinafter referred to as The Board which expression shall include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this

| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|---------------------------------------|
| | | | | | <p>Resolution may have been delegated) the Board, be and is authorized to raise additional funds up to an amount of Rs. 150.00 Crores (One Hundred Fifty Crores only) 80 as to offer, issue and allot, on such occasions or occasions, in one or more than one trenches, Equity Shares/fully convertible debentures (FCDs)/partly convertible debentures (PCDs) or any such instrument(s) or security(ies) other than wammts, which are convertible into or exchangeable with Equity Shares at a later date, to be termed as Specified Securities to Qualified Institutional Buyers (QIB) as defined under clause 2.2.2.B(v) of SEDI (DIP) guidelines pursuant to Chapter XIII A of SEDI (DIP) Guidelines, 2000, as amended, on such date/dates as determined by the Board but not later than 60 Months from the date of allotment (Securities) to be subscribed on the basis of placement documents.</p> <p>To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: RESOLVED THAT pursuant to Section 81 (1A) of the Companies Act, 1956, and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory</p> | Mgmt. | NO | DNA | DNA |

modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (SEBI), Reserve Bank of India. Government of India (including any statutory amendment(s), modification(s) and or re-enactment(s) thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and subject to such terms, conditions and modifications as may be considered appropriate and determined by the Board of Directors of the Company (hereinafter referred to as the Board which expression shall include any Committee thereof for the time being to which all or any of the powers hereby conferred on the Board by this Resolution may have been delegated) and subject also to such approvals, consents, permissions or sanctions (including any conditions thereof, or modifications to the terms contained therein), if any, of the appropriate authorities, as may be required and/or such terms and conditions, as may be prescribed while granting such consents and approvals and which may be agreed to by the Board, the Board be and is authorized to issue and allot by way of private placement on a preferential basis up to 18,00,000 (Eighteen Lakh) Equity Warrants, at a price of Rs. 402/- per warrant (Rs. 10/-

face value + Rs. 392/- Premium) being the price which is in accordance with the SEBI (Disclosure and Investor Protection) Guidelines 2000 for preferential issue to the following promoters of the Company and all such Equity Warrants which would be converted into equity shares at a later date but not later than 18 months from the date of allotment of Equity Warrants shall rank pari passu with the then existing equity shares of the Company in all respects.

To consider, and if thought fit, to pass, with or without modification(s), as a Special Resolution, the following:

Resolved that pursuant to applicable provisions of the Foreign Exchange Management Act, 1999 (FEMA), and the Regulations made thereunder and all other applicable rules, regulations, guidelines and laws (including any statutory modification or re-enactment thereof for the time being in force) and subject to all requisite consents, approvals, permissions, and sanctions as may be required from the appropriate authorities and subject to such conditions as may be prescribed by any of them while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company, (hereinafter referred to as the Board which term shall be deemed to include any Committee constituted or to be constituted by the Board to exercise its powers including the powers conferred by this resolution),

Mgmt.

NO

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| <p>dhucn rojects imited</p> | <p>MDHPJ IN</p> | <p>B0SY7P7 IN</p> | <p>3/12/2008</p> | <p>Postal ballot</p> | <p>the consent of the Company be and is hereby accorded to allow investments by Foreign Institutional Investors including their sub-accounts (hereinafter referred to as FIIs), in the Equity Shares of the Company, either by direct investment or by purchase or otherwise, by acquiring from the market under the portfolio investment scheme or otherwise as may be permitted under the provisions of Foreign Exchange Management Act, 1999 (FEMA) and rules, regulations and the like of Reserve Bank of India on a repatriation basis, up to 74% of the Paid-up Equity Share Capital of the Company. RESOLVED THAT the consent of the Company in conformity with the provisions of Section 293(I)(a) and all other applicable provisions if any, of the Companies Act, 1956 (including any statutory modification(s) or reenactment thereof for the time being in force), the enabling provisions of the memorandum and articles of association of the Company and the Listing Agreement entered into between the Company and the Stock exchanges where the shares of the Company are listed and subject to requisite approvals, consents, permissions, waivers and/or sanctions (if any) of Securities and Exchange Board of India, National Highways Authority of India, Government of Tamil Nadu and Government of Rajasthan, lenders of the Company, all other</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |
|-------------------------------------|---------------------|-----------------------|------------------|--------------------------|---|--------------|------------|------------|------------|

authorities, and any other persons or entities, contractually or otherwise as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval, be and is hereby accorded to the Board of Directors to transfer the Build Operate and Transfer basis (BOT) Toll Road Projects and other investments in infrastructure, power and coal mines businesses including as specifically described below the following investments (transaction shares) on an arms-length basis to Madhucon Infra Limited (CIN- U45200AP2006PLC049235) (a subsidiary of Madhucon Projects Limited) (Proposed Transfer).

| | | | | | | | | | |
|-------------------|----------|------------|-----------|--------|--|-------|-----|-----|-----|
| HDFC Bank Limited | HDFCB IN | 6100131 IN | 3/27/2008 | Mumbai | To consider, and, if thought fit, to pass with or without modification(s), the following resolution by way of a majority in number representing two-thirds in value of the shareholders of the Bank, present either in person or by proxy at the meeting, as provided under Section 44A of the Banking Regulation Act, 1949, and also as a Special Resolution: RESOLVED THAT pursuant to and in compliance with the provisions of Section 44A of the Banking Regulation Act, 1949 (the Act) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable laws and applicable provisions, if any, of the Memorandum and Articles of Association of HDFC Bank Limited ("HDFC Bank or the | Mgmt. | YES | FOR | FOR |
|-------------------|----------|------------|-----------|--------|--|-------|-----|-----|-----|

Bank or the Transferee Bank) and subject to the sanction of the Reserve Bank of India (the RBI), the Stock Exchanges where the shares of the Bank are listed and all statutory and other authorities and such other approvals, consents, permissions and sanctions and the like as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, the consent, permission and approval of the members of the Bank be and is hereby accorded to the Scheme of Amalgamation of Centurion Bank of Punjab Limited (CBoP or the Transferor Bank) with HDFC Bank in terms of the share swap ratio, as determined in the joint independent valuation report dated February 25, 2008 of Mis. Dalal & Shah, Chartered Accountants and Ernst and Young Private Limited, namely; allotment of One (1) equity share of Rs. 10/- each of HDFC Bank for every Twenty-Nine (29) equity shares of Re. 1/- each of CBoP and that the consent of the shareholders is hereby granted to the Board to issue equity shares of the Bank accordingly.

| | | | | |
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| To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special | Mgmt. | YES | FOR | FOR |
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Resolution:

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956, the Authorised Share Capital of the Bank be and is hereby

increased from Rs. 450,00,00,0001(Rupees Four Hundred Fifty Crores only) divided into 45,00,00,000 (Forty Five Crores) equity share of Rs.10/- each to Rs. 550,00,00,0001- (Rupees Five Hundred and Fifty Crores only;) divided into 55,00,00,000 (Fifty Five Crores) equity shares of Rs.101- each, ranking pari-passu with the existing equity shares issued by the Bank.

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| <p>To consider and if thought fit, to pass with or without modification(s),the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisiqns of Section 81(IA) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Bank, the Listing Agreements entered into by the Bank with the Stock Exchanges and guidelines for Preferential Issues issued by the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines 2000 and other applicable regulations and/or guidelines, if any, of SEBI and such other authorities, including Reserve Bank of India, as may be applicable, as amended till date, and subject to the requisite approvals or consents, if any, of the Central</p> | <p>Mgmt.</p> | <p>YES</p> | <p>FOR</p> | <p>FOR</p> |
|---|--------------|------------|------------|------------|

Government, Reserve Bank of India, Stock Exchanges, SEBI and financial institutions and any other appropriate authorities under any other applicable laws, rules and regulations for the time being and from time to time in force and further subject to such terms and conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, the consent of the members be and is hereby accorded to the Board (hereinafter referred to as the Board), which term shall be deemed to include any Committee thereof for the time being, and from time to time to which all or any of the powers hereby conferred on the Board by this Resolution may have been delegated) to create, issue, offer and allot at its sole discretion, to Housing Development Finance Corporation Limited and/or HDFC Investments Limited and/or HDFC Holdings Limited and/or Home Loan Services India Private Limited (hereinafter collectively referred to as the Promoter Group or Proposed Allottees as the context requires) up to an aggregate of 2,62,00,220 equity shares of a face value of Rs. 10/- each of the Bank (the shares) and / or convertible instruments such as warrants convertible into equity shares, in such proportion as may be determined by the Board, at a price of Rs. 1530.13 per equity share for cash on a Preferential Allotment basis, which minimum price has

| | | | | | | | | | |
|--------------------------------|------------|---------------|----------|--------|---|-------|-----|-----|-----|
| Industan niliver limited | HUVR IN | 6261674 IN | 4/4/2008 | Mumbai | <p>been calculated in accordance with the guidelines for Preferential Allotment issued by the SEBI under Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, with the relevant date being February 26, 2008, being the date thirty days prior to the date of this Extraordinary General Meeting i.e. March 27, 2008.</p> <p>To receive, consider and adopt the Profit and Loss Account for the financial year ended 31st December, 2007, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To declare a dividend.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To elect Directors.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To appoint M/s. Lovelock & Lewes, Chartered Accountants, Mumbai as statutory auditors and fix their remuneration for the year ending 31st December, 2008.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: Resolved that pursuant to Section 257 and other applicable provisions, if any, of the Companies Act, 1956, Dr. R. A. Mashelkar be and is hereby elected as a Director of the Company.</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Sections -198, 269, 309 and other applicable provisions, if any, of the Companies Act. 1956 read with Schedule XIII of the</p> | Mgmt. | YES | FOR | FOR |

Companies Act, 1956.
(including any statutory
modification(s) or
re-enactment thereof for the
time being in force and
subject to such approval(s) of
Central Government or any
statutory authorities, as maybe
required and in suppression
of the special resolution passed
at the Annual General
Meeting held on 15th May,
1998; as modified by the
special resolution passed at
the Annual General
Meeting held on 25th
April 2000 with respect to the
remuneration of Managing
and Whole Time Directors,
and in partial modification to
ordinary resolution passed at
the Annual General Meeting
held on 29th May, 2006 with
respect to the appointment of
Mr. Douglas Baillie as
Managing Director and CEO
of the Company, consent of
the Company be and is hereby
accorded to pay to the
Managing Whole-time
Directors of the Company
effective from 1st April, 2008
such remuneration comprising
of salary, performance linked
bonus, commission,
perquisites and allowances as
may be determined by the
Board or a duly constituted
committee thereof from time
to time within the maximum
limits as mentioned in the
explanatory statement
annexed hereto. RESOLVED
FURTHER THAT the Board
of Directors or a duly
constituted committee thereof
be and is hereby authorized to
take all such steps as may be
necessary, proper or expedient
to give effect to this
resolution.

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| Number of Portfolio Security | Exchange Ticker Symbol | Sedol | Shareholder Meeting Date | Location of Meeting | Summary of Matter Voted On | Who Proposed Matter: Issuer / Shareholder | Whether Fund Cast Vote on Matter | Fund's Vote | Vote For or Against Management |
|------------------------------------|------------------------------|---------------|--------------------------------|---------------------------|--|---|--|----------------|--------------------------------------|
| 1 | HUVR IN | 6261674 IN | 4/4/2008 | Mumbai | To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution: Resolved that pursuant to the provisions of Sections 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the said Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, approval be and is hereby accorded to the appointment of Mr. Nitin Paranjpe as Managing Director and CEO of the Company for a period of five years, with effect from 4th April, 2008. | Mgmt. | YES | FOR | FOR |
| 1 | DLFU IN | B1YLCV0 IN | 3/24/2008 | Postal ballot | Making of Investments in Securities | Mgmt. | YES | FOR | FOR |
| 1 | | | | | Granting of Loans to other Bodies Corporate | Mgmt. | YES | FOR | FOR |
| 1 | | | | | Providing of Guarantee(s)/Security(ies) | Mgmt. | YES | FOR | FOR |
| 1 | | | | | Increase in the Contribution Limits | Mgmt. | YES | FOR | FOR |
| 1 | | | | | Appointment of Ms. Savitri Devi Singh | Mgmt. | YES | FOR | FOR |
| 1 | | | | | Change in Deployment/Utilisation of IPO Proceeds | Mgmt. | YES | FOR | FOR |
| 1 | IBREL IN | B1TRMQ8 IN | 3/29/2008 | Postal ballot | Item No.1. To consider and if thought fit, to pass, the following resolution as a Special Resolution: RESOLVED THAT in accordance with the provisions of Section 81 (IA) | Mgmt. | YES | FOR | FOR |

and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof) and relevant provisions of the Memorandum and Articles of Association of the Company and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, and such other statutes, rules and regulations as may be applicable and relevant, and subject to the approval, consent, permission and/or sanction of the Ministry of Finance of the Government of India, Reserve Bank of India and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any Committee thereof referred to below), be and is hereby authorized on behalf of the Company to create, offer, issue, and allot, in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and / or domestic offering(s) in one or more foreign markets, for a value of up to GBP£150,000,000 (Pounds Sterling one hundred and fifty million only), equity shares of the Company (Equity Shares) and/or Global Depository Receipts (GDRs) and / or

Equity Shares through
 Depository Receipt
 Mechanism convertible into
 or linked to Equity Shares, in
 registered or bearer form
 (hereinafter collectively
 referred to as Securities) or
 any combination of Securities
 to the shareholders of DPD,
 through public issue(s) of
 prospectus, private
 placement(s) or a combination
 thereof at such time or times,
 at such price or prices or for
 consideration other than cash,
 at a discount or premium to
 the market price or prices or
 for consideration other than
 cash in such manner and on
 such terms and conditions
 including security, rate of
 interest, etc., as may be
 decided by and deemed
 appropriate by the Board in its
 absolute discretion.

Item No. 2. To consider and if
 thought fit, to pass, the
 following resolution as a
 Special Resolution:

RESOLVED THAT pursuant
 to Section 372A and other
 applicable provisions, if any,
 of the Companies Act, 1956,
 the Board of Directors of the
 Company be and is hereby
 authorised to invest /purchase
 up to 100% of the issued
 ordinary share capital of DPD
 (DPD Shares), by issuance of
 ordinary shares of the
 Company (IBREL Shares)
 represented by Global
 Depository Receipts (GDRs)
 listed on the Luxembourg
 Stock Exchange s Euro MTF
 market equating to an offer
 that values the existing
 ordinary share capital of DPD
 at approximately
 £138.0 million and each
 DPDSHare at 100.00p based

Mgmt.

YES

FOR

FOR

on (a) the Indian Closing Price of Rs. 654.40 per IBREL Share on 27 February 2008 and (b) a currency exchange rate of GBP1.00 to Rs. 79.12140 (being the exchange rate at 15:30 hrs. in Mumbai on 27 February 2008).

Item No.3. To consider and if thought fit, to pass, the following resolution as a Special Resolution:

Mgmt.

YES

FOR

FOR

RESOLVED THAT pursuant to the provisions of Section 51(1A) and all other applicable provisions, if any, of the Companies Act 1956, the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (ESOS Guidelines) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include the Compensation Committee which has been authorized to exercise the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to

the Board to create, issue, offer and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Company, including any Director, except the promoter directors, of the Company, whether whole time or otherwise, under the scheme titled Employees Stock Option Scheme 200S (hereinafter referred to as the ESOP-2.00S or Scheme), 15,00,000 (Fifteen Lacs) equity options entitling the option holders to purchase an equivalent number of Equity Shares of face value of Rs. 2 (Rs. Two) each of the Company, at such price, in one or more tranches, and on such terms and conditions as given in the ESOP-2.00Sas placed before the meeting, duly initialled by the Chairman for the purpose of identification.

Item No.4 To consider and if thought fit, to pass the following resolution as a Special Resolution:
RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (ESOS Guidelines) including any statutory modification(s) or re-enactment(s) thereof, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as

Mgmt.

YES

FOR

FOR

may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested while granting such approvals, consents, permissions or sanctions which may be agreed to by the Board of Directors (hereinafter referred to as the Board which term shall be deemed to include the Compensation Committee which has been authorized to exercise the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to extend the benefits of Employees Stock Option Scheme-2008 proposed in the resolution under Item no. 3 of this notice to or for the benefit of Employees of the Company's subsidiaries, including Directors (except Promoter Directors) of such subsidiary companies, as may from time to time be allowed under prevailing laws, rules and regulations and/or amendments thereto from time to time under Employee Stock Option Scheme -2008 on such terms and conditions as may be decided by the Board.

Item No.5 To consider and if thought fit, to pass the following resolution as a Special Resolution:
RESOLVED THAT consent of the members be and is hereby accorded to the Board of Directors of the Company, pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956

Mgmt.

YES

FOR

FOR

(including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approval(s) of regulatory authorities, wherever necessary, to :- (a) give loans to the subsidiaries / bodies corporate up to an aggregate value of Rs. 1000 Crore (Rupees One Thousand Crore only) and / or, (b) give guarantee or provide security, in connection with a loan made by any other person to, or to any other person by the Company, up to an aggregate value of Rs. 1000 Crore (Rupees One Thousand Crore only) and/or, (c) invest Company's funds into subsidiaries / bodies corporate, by way subscription to any securities comprising of equity shares, convertible or non convertible preference shares, optionally convertible debentures and/or through purchase from Investors and/or in any other manner for an aggregate sum not exceeding Rs. 1000 Crore (Rupees One Thousand Crore only), in one or more tranches from time to time to each of the following 37 (Thirty Seven) subsidiaries / bodies corporate notwithstanding that the aggregate of loans and investments so far made in or to be made in and the guarantees or securities so far given or to be given to all bodies corporate may exceed the limits prescribed under the said Section and other applicable provisions if any, of the Companies Act, 1956 -

| | | | | | | | | | |
|--------|-------|---------|-----------|--------|---|-------|-----|-----|-----|
| hindra | MM IN | 6100186 | 4/12/2008 | Mumbai | To consider and, if thought fit, approve, with or without | Mgmt. | YES | FOR | FOR |
| nd | | IN | | | | | | | |

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| | | | | | | | | | |
|-------------------------------|---------|---------------|-----------|------------------|--|-------|-----|-----|-----|
| Mahindra Limited | | | | | modification(s), the arrangement embodied in the Scheme of Amalgamation of Mahindra Holdings & Finance Limited with Mahindra and Mahindra Limited and their respective Shareholders ("the Scheme"). | | | | |
| Reliance Energy Limited | RELE IN | 6099853 IN | 4/16/2008 | Postal ballot | Change of name | Mgmt. | YES | FOR | FOR |
| | | | | | Buy-back of shares | Mgmt. | YES | FOR | FOR |
| | | | | | Waiver of entitlement to receive Bonus Shares proposed by Reliance Power Limited | Mgmt. | YES | FOR | FOR |
| | | | | | Acceptance of gift of shares of Reliance Power Limited from AAA Project Ventures Private Limited | Mgmt. | YES | FOR | FOR |
| | | | | | Appointment and fixation of terms of re-appointment of Shri S C Gupta as Whole-time Director designated as Director (Operations). | Mgmt. | YES | FOR | FOR |
| Jindal Law Limited | JSAW IN | 6152723 IN | 3/27/2008 | Mathura | To receive and consider and adopt the Balance Sheet as at 31st December, 2007 and the Profit & Loss Account for the year ends 31st December, 2007 and the Reports of Directors and Auditors. | Mgmt. | NO | DNA | DNA |
| | | | | | To declare a dividend. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Shri P. R. Jindal, who retires by rotation and, being eligible, offers himself for reappointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint a Director in place of Shri Devi Dayal, who retires by rotation and, being eligible, offers himself for reappointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint M/s N.C. Aggarwal & Co., Chartered Accountants, retiring Auditors as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting | Mgmt. | NO | DNA | DNA |

and to authorize the Board to fix their remuneration.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary

Resolution: Resolved that in accordance with the provisions of Section 198, 269, and 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 and subject to such approvals as may be necessary, the remuneration payable to M Sminu Jinal, Managing Director during the remaining tenure of her appointment be revised as follows w.ef. 1st April 2007 to 31st January, 2011 with liberty to Board of Directors to alter and vary the terms and conditions of payment of remuneration subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956 as may be agreed between the Board of Directors and Ms. Sminu Jindal:-

Mgmt.

NO

DNA

DNA

To consider and, if thought fit, to pass with or without modification the following

resolution as an Ordinary Resolution: Resolved that Shri Indresh Batra be and is hereby appointed as Director of the Company.

Mgmt.

NO

DNA

DNA

Shri Indresh Batra be and is appointed as Managing Director for a period of 5 years w.e.f. 28/4/2007.

Mgmt.

NO

DNA

DNA

Shri H. S. Chaudhary is hereby reappointed as Whole-time Director for a period of 2 years w.e.f. 4/11/2007

Mgmt.

NO

DNA

DNA

The consent of the Company be and is hereby accorded to

Mgmt.

NO

DNA

DNA

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| | | | | | | | | | |
|--------------------------|---------|---------------|-----------|-----------|---|-------|-----|-----|-----|
| airn dia nited | CAIR IN | B1G2NN0 IN | 4/16/2008 | Mumbai | <p>the Board of Directors to create, issue, offer and allot from time to time in one or more tranches 26,00,000 warrants and 27,30,000 95% Unsecured Compusorily Convertible Debentures. Preferential issue of equity shares of the Company to Investors and/or their wholly owned subsidiaries</p> <p>To consider and if thought fit, to approve, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation (the Scheme) of Shaw Wallace & Company Limited and Primo Distributors Private Limited with United Spirits Limited.</p> | Mgmt. | YES | FOR | FOR |
| nited pirits nited | UNSP IN | 6576992 IN | 4/11/2008 | Bangalore | <p>the Board of Directors to create, issue, offer and allot from time to time in one or more tranches 26,00,000 warrants and 27,30,000 95% Unsecured Compusorily Convertible Debentures. Preferential issue of equity shares of the Company to Investors and/or their wholly owned subsidiaries</p> <p>To consider and if thought fit, to approve, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation (the Scheme) of Shaw Wallace & Company Limited and Primo Distributors Private Limited with United Spirits Limited.</p> | Mgmt. | NO | DNA | DNA |

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manag</i> |
|---|---------------------------------------|---------------|---|------------------------------------|--|--|---|------------------------|---------------------------------|
| Solutions imited | TANS IN | B1LGZV9 IN | 4/21/2008 | Postal ballot | Sub-division of Equity Shares | Mgmt. | YES | FOR | FO |
| | | | | | Amendment to the Capital Clause of the Memorandum of Association | Mgmt. | YES | FOR | FO |
| ce Power imited | RPWR IN | B2NP5J9 IN | 4/19/2008 | Postal ballot | Alteration of Article 82 of the Articles of Association | Mgmt. | YES | FOR | FO |
| | | | | | Issue of Bonus Shares | Mgmt. | YES | FOR | FO |
| | | | | | 1. The Articles of Association of the Company be and is hereby altered by adding the following at the end of Article 4: Subject to the provisions of Section 81 of the Act and other applicable law, the Company may issue options to the whole-time directors, officers or employees of the Company, its subsidiaries or its parent, which would give such directors, officers or employees, the benefit or right to purchase or subscribe at a future date, the securities offered by the Company at a pre-determined price, in terms of schemes of employee stock options or employees stock purchase or both. | Mgmt. | NO | DNA | DN |
| imited phorus imited | UNTP IN | B0L0W35 IN | 4/28/2008 | Gujarat | 2. Consent and approval of the Company be and is hereby accorded to the Board to grant, issue, offer and allot at any time or from time to time, directly or throught a trust, to the present and future employee(s) including Director(s) of the Company, including employees of its subsidiaries as mentioned in proposed resolution at Item 3 below, and as selected on the basis of criteria prescribed by | Mgmt. | NO | DNA | DN |

the Board in accordance with the SEBI Guidelines, hereinafter referred to as the eligible Employees , except a promoter or a person who belongs to the promoter group, both these expressions being defined in the SEBI Guidelines and director who directly or indirectly holds more than 10% of the issued capital, under a scheme titled Employee Stock Option Plan 2008 (hereinafter referred to as Plan), such number of options as the Board may decide

3. Consent of the Company be and is hereby accorded to the Board of Directors of the Company to create, issue, offer and allot at anytime or from time to time, directly or through a trust, to Subsidiary Employees as may be decided solely by the Board, such number of options, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board

Mgmt.

NO

DNA

DN

USTAN HUVR 6261674 4/29/2008 Mumbai
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TAKE NOTICE that by an Order pronounced on the 9th March, 2008, in the above Company Application, the Hon ble High Court of Judicature at Bombay hs directed that a meeting of Equity Shareholders of the Applicant Company be convened on Tuesdy, the 29th Day of April, 2008 at 3.00 p.m. at Rama Watumull Auditorium, K.C. College, Dinshaw Wchha Road, Churchgate, Mumbai 400 020 for the purpose of considering and if thought fit, approing with or without modification(s), the Scheme of Arrangemet proposed to be

Mgmt.

YES

FOR

FO

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|---|---------|---------------|-----------|------------------|---|-------|-----|-----|----|
| Structure Development Finance Company Limited | IDFC IN | B0C4QR1 IN | 5/12/2008 | Postal ballot | made between Hindustan Unilever Limited, and the Applicant Company, Brooke Bond Real Estates Private Limited the Resulting Company and their respective Shareholders and Creditors for the demerger and transfer of certain immoveable properties of the Applicant Company to the Resulting Company. To amend the Main Object Clause of its Memorandum of Association by adding. new activities. | Mgmt. | YES | FOR | FC |
| Avogue Limited | PROV IN | B0D0DK7 IN | 5/9/2008 | Mumbai | Increase in the Authorised Share Capital of the Company and amendment to the capital clause of Memorandum of Association. | Mgmt. | YES | FOR | FC |
| | | | | | Amendment to the Articles of Association of the Company. | Mgmt. | YES | FOR | FC |
| | | | | | Issue of Equity shares on Preferential basis to Institutional Investors. | Mgmt. | YES | FOR | FC |
| | | | | | Issue of convertible warrants on preferential basis to Promoter(s)/Promoter Group and Others. | Mgmt. | YES | FOR | FC |
| INDRA & INDRA LIMITED | MM IN | 6100186 IN | 6/7/2008 | Postal ballot | The Company proposes to raise additional capital to meet its requirement for long term funds by way of issue of 93,95,974, 9.25% p.a. Unsecured Fully & Compulsorily Convertible Debentures (hereinafter referred to as FCD or FCDs or Securities) of Rs.745 (Rupees Seven Hundred Forty Five only) each aggregating Rs.700,00,00,630 (Rupees Seven Hundred Crores Six Hundred and Thirty only) to Golboot Holdings limited to be converted at the option of the holder at any time within 18 months from the date of allotment and compulsorily | Mgmt. | YES | FOR | FC |

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|----------------------------|------------|---------------|-----------|------------------|--|-------------|------------|------------|----------|
| WPRO LIMITED | WPRO IN | 6206051 IN | 6/9/2008 | Postal ballot | convertible on the date falling 18 months from the date of allotment of FCDs. Inclusion of additional objects in the Objects Clause of the Memorandum of Association of the Company | Mgmt. | YES | FOR | FO |
| | | | | | Approval for creation of charges, etc for Secured Borrowings | Mgmt. | YES | FOR | FO |
| iance ustries imited | RIL IN | 6099626 IN | 6/12/2008 | Mumbai | To consider and adopt the audited Balance Sheet as at March 31, 2008, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. | Mgmt. | YES | FOR | FO |
| | | | | | To declare a dividend on equity shares. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint Directors in place of those retiring by rotation. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint Auditors and to fix their remuneration | Mgmt. | YES | FOR | FO |
| | | | | | To re-appoint Shri Mukesh D.Ambani as Managing Director To re-appoint Shri Nikhil R. Meswani as a Whole-time Director designated as Executive Director | Mgmt. Mgmt. | YES YES | FOR FOR | FO FO |
| ANCE OLEUM IMITED | RPET IN | B12LQD2 IN | 6/7/2008 | Jamnagar | To consider and adopt the audited Balance Sheet as at March 31, 2008 and the Reports of the Board of Directors and Auditors thereon. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint Directors in place of those retiring by rotation. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint Auditors and to flx their remuneration | Mgmt. | YES | FOR | FO |
| | | | | | To consider and if thought flt, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mr. Michael Warwick, who was appointed as an Additional Director of the Company under Section 260 of the Companies Act, 1956, | Mgmt. | YES | FOR | FO |

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|----------------------------------|---------|---------------|-----------|-----------|---|-------|-----|-----|----|
| Fosys Technologies Limited | INFO IN | 6205122 IN | 6/14/2008 | Bangalore | and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation. | Mgmt. | YES | FOR | FO |
| | | | | | To receive, consider and adopt the Balance Sheet as at March 31,2008 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon. | Mgmt. | YES | FOR | FO |
| | | | | | To declare final and special dividend for the financial year ended March 31, 2008. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Claude Smadja, who retires by rotation and, being eligible, seeks re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Sridar A. Iyengar, who retires by rotation and, being eligible, seeks re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Nandan M. Nilekani, who retires by rotation and, being eligible, seeks re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of K. Dinesh, who retires by rotation and, being eligible, seeks re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a Director in place of Srinath Batni, who retires by rotation and, being eligible, seeks re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration | Mgmt. | YES | FOR | FO |
| C Bank Limited | HDFC IN | 6171900 IN | 6/10/2008 | Mumbai | To consider and adopt the audited Balance Sheet as at 31 | Mgmt. | YES | FOR | FO |

st March 2008 and Profit and Loss Account for the year ended on that date and Reports of the Directors and Auditors.

| | | | | |
|---|-------|-----|-----|----|
| To declare dividend. | Mgmt. | YES | FOR | FO |
| To re-appoint Mr. Keki Mistry as a Director who retires by rotation and being eligible offers himself for re-appointment. | Mgmt. | YES | FOR | FO |
| To re-appoint Mrs. Renu Karnad as a Director who retires by rotation and being eligible offers herself for re-appointment. | Mgmt. | YES | FOR | FO |
| To re-appoint Mr. Vineet Jain as a Director who retires by rotation and being eligible offers himself for re-appbintment. | Mgmt. | YES | FOR | FO |
| To re-appoint auditors | Mgmt. | YES | FOR | FO |
| To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT in supersession of the resolution passed by the Bank under section 293(1) (d) of the Companies Act, 1956 at the Annual General Meeting of the members held on 26th May 2004, the Board of Directors of the Bank be and are hereby authorized to borrow, for the purpose of bUsiness of the Bank, such sum or sums of moneys as they may deem necessary, notwithstanding the fact that the moneys borrowed and the moneys to be borrowed from time to time (apart from acceptances of deposits of money from public repayable on demand or otherwise and withdrawable by cheque, draft, order or otherwise and! or temporary loans obtained in the ordinary course of | Mgmt. | YES | FOR | FO |

| | | | | | | | | | |
|-----------------|---------|------------|-----------|---------------|--|-------|-----|-----|----|
| | | | | | business from banks, whether in India or outside India) will exceed the aggregate of the paid up capital of the Bank and its free reserves Le. to say reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings shall not exceed Rs. 20,000 crores (Rupees Twenty Thousand Crores) over and above the aggregate of the paid up capital of the Bank and its free reserves at any time. | | | | |
| Bank of India | SBIN IN | 6100799 IN | 6/11/2008 | Mumbai | To receive the Central Board's Report, the Balance Sheet and Profit and Loss Account of the Bank made up to the 31 March, 2008 and the Auditors Report on the Balance Sheet and Accounts. | Mgmt. | YES | FOR | FC |
| / Steel Limited | JSTL IN | 6101640 IN | | Postal ballot | Alteration of the Objects Clause of the Memorandum of Association | Mgmt. | YES | FOR | FC |
| | | | | | Commencement of Business specified in sub-clause 100 of Clause III C of the Memorandum of Association of the Company, as altered. | Mgmt. | YES | FOR | FC |
| a Goa Limited | SESA IN | 6136040 IN | 6/25/2008 | Postal ballot | To Sub-divide the Equity Shares of face value of \$s. 10/- each to face value of Re. 1/- each and to issue Bonus Shares in the ratio of 1:1, both subject to approval of the shareholders | Mgmt. | YES | FOR | FC |
| | | | | | To increase the authorised share capital of the Company. | Mgmt. | YES | FOR | FC |

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|---|---------------------------------------|---------------|---|------------------------------------|--|--|---|------------------------|---|
| Jyoti Structures Limited | JYS IN | B18P3B5 IN | 6/13/2008 | Mumbai | To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2008, the Balance Sheet as at that date and the Report of the Directors and the Auditors thereon. | Mgmt. | YES | FOR | FOR |
| | | | | | To declare dividend. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in place of Mr.G L Valecha, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in place of Mr. Sanjay Mirchandani, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint Auditors. | Mgmt. | YES | FOR | FOR |
| | | | | | To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:- RESOLVED that Mr. Prakash K Thakur, who was appointed as an Additional Director of the Company pursuant to Article 80 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company . | Mgmt. | YES | FOR | FOR |

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:- RESOLVED that Mr. Santosh V Nayak, who was appointed as an Additional Director of the Company pursuant to Article 80 of the Articles of Association of the Company and Section 260 of the Companies Act, 1956 and who holds office upto the date of this Annual General Meeting, and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company .

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:- RESOLVED that pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), the Board of Directors be and are hereby authorized to appoint the Company s Auditors and/or in consultation with the Company s Auditors any person or persons qualified for appointment as Auditor or Auditors of the Company under Section 226 of the Act so far as Branch Offices in India are concerned or an accountant or accountants duly qualified to act as Auditor or Auditors of the Branch Offices of the Company situated in countries outside India, in accordance with the laws of the country in

Mgmt.

YES

FOR

FOR

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|-----------------|---------|------------|-----------|--------|---|-------|-----|-----|-----|
| | | | | | which the Branch Offices of the Company are situated, to audit the accounts of the financial year 2008-09 of the Company's Branch Offices in India and abroad respectively and to determine the respective terms and conditions of their appointment and remuneration | | | | |
| V Steel Limited | JSTL IN | 6101640 IN | 6/16/2008 | Mumbai | To receive, consider and adopt the Audited Balance Sheet as at 31 March 2008, the Profit and Loss Account for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon. | Mgmt. | YES | FOR | FOR |
| | | | | | To declare Dividend on 10% Cumulative Redeemable Preference shares. | Mgmt. | YES | FOR | FOR |
| | | | | | To declare Dividend on 11% Cumulative Redeemable Preference shares. | Mgmt. | YES | FOR | FOR |
| | | | | | To declare Dividend on Equity Shares. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in place of Mr. Sudipto Sarkar, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in place of Mr. Uday M. Chitale, who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in place of Mr. Seshagiri Rao M.V.S. who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual | Mgmt. | YES | FOR | FOR |

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IN

6/25/2008

Mumbai

General Meeting of the Company and to fix their remuneration.
To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
RESOLVED THAT
Mr. Nagesh Dinkar Pinge, who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 28.12.2007, and who holds office upto the date of this Annual General Meeting of the Company under Section 260 of the Companies Act, 1956. and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose Mr. Nagesh Dinkar Pinge as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation .
To receive, consider, approve and adopt the Audited Balance Sheet as at December 31.2007 and the Profit and Loss Account of the Company for the period ended on that date together with the reports of the Directors and Auditors thereon.
To appoint a Director in place of Mr. Rahul Dhir who retires by rotation and being eligible, offers himself for re appointment.
To appoint a Director in place of Mr. Naresh Chandra who retires by rotation and being

Mgmt.

YES

FOR

FOR

Mgmt.

YES

FOR

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Mgmt.

YES

FOR

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Mgmt.

YES

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|--|-------|-----|-----|-----|
| <p>eligible, offers himself for re- -appointment. To appoint M/s.S. R. Batliboi & Associates, Auditors of the Company, to hold Office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.</p> | Mgmt. | YES | FOR | FOR |
| <p>To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mr. Malcolm Thoms who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on September 20, 2007, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from some shareholders proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose term of office shall not be liable to retirement by rotation.</p> | Mgmt. | YES | FOR | FOR |
| <p>To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT Mr. Rick Bott who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on April 29, 2008 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of</p> | Mgmt. | YES | FOR | FOR |

the Companies Act, 1956
 from some shareholders
 proposing his candidature for
 the office of Director, be and
 is hereby appointed as a
 Director of the Company,
 whose term of office shall be
 liable to retirement by
 rotation.

To consider, and if thOught
 fit, to pass with or without
 modification(s), the following
 resolution as an Ordinary
 Resolution: -RESOLVED

THAT pursuant to the
 provisions of Sections 198,
 269, 309, Schedule XIII and
 other applicable provisions, if
 any, ofthe Companies Act,
 1956, and subject to the
 approval of Central
 Government, consent of the
 Company be and is hereby
 accorded to the appointment
 of Mr. Rick Bott, as Whole
 time Director and Chief
 Operating Officer of the
 Company, for a period of
 3 years commencing from
 June 15, 2008, and subject to
 the terms and conditions
 including the remuneration to
 be paid and provided to him
 as contained in the Contract of
 Service entered/proposed to
 be entered into between the
 Company and Mr. Rick Bott,
 a draft whereof is placed
 before the meeting and, for
 the purpose of identification,
 initialled by the Chairman of
 the Board of Directors.

Mgmt.

YES

FOR

FOR

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| <i>er of folio rity</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> |
|---------------------------------|---------------------------------------|---------------|---|------------------------------------|---|--|---|------------------------|
| | | | | | <p>To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution: RESOLVED THAT pursuant to the provisions of Section 163 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force) the members hereby accord their approval that the Register of Members, Returns of Allotment made from time to time and copies of all the Annual Returns prepared under Section 159 of the Companies Act, 1956 along with other documents required to be annexed thereto under Section 161 and other applicable provisions, be kept at the offices of In time Spectrum Regisny Limited. Registrars arid Share Transfer Agents of the Company at C-13. Pannalal Silk Mills Compound. L.B.S. Marg. Bhandup (W). Mumbai-400078.</p> | Mgmt. | YES | FOR |
| N OIL RATION TED | IOCL IN | 6253767 IN | 6/17/2008 | Postal ballot | <p>RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 and Article 49 of the Articles of Association of the Company, approval of the Shareholders be and is hereby accorded to the Board of Directors for raising borrowings through loans, credit etc. from the existing limit of Rs.20,000 crore for domestic borrowings and US\$4,500 million for foreign currency borrowings to Rs.80,000 crore (including Public Deposits but excluding temporary loans obtained from the Company s</p> | Mgmt. | YES | FOR |

bankers in the ordinary course of business) for both domestic and foreign currency borrowings from banks, financial institutions and other sources from time to time for the purpose of financing working capital requirements as also for acquisition of capital assets and/or for the purpose of any other requirements of the Company both for capital and revenue in nature, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes.

RESOLVED THAT the approval of the Shareholders be and is hereby accorded in terms of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), and such other approvals as maybe necessary, to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable/immoveable properties of the Company, both present and future and/or whole or any part of undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee/Trustee(s), for securing the borrowings of the

Mgmt.

YES

FOR

Company availed/to be availed by way of loan(s) in foreign currency and/or rupee currency and Securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures, on all or any of the above, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company, from time to time, subject to the limit approved under section 293(1) (d) of the Companies Act, 1956, together with interest at the respective agreed rates, additional interest, compound interest, in case of default accumulated interest, liquidated damages, commitment charges premia on prepayments, remuneration of the Agent(s)/Trustee, premium (if any) on redemption, all other costs, charges and expenses as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads 01 Agreement(s), Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s) /Agents and Trustee(s)/Trustees, in respect of the said loans/ borrowings/debentures/bonds or other securities and containing such specific terms and conditions covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agents/ Trustee(s). ; .

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board/Committee of the Board or officers authorized by them in this

| | | | | | | | | |
|--|---------|---------------|-----------|------------------|--|-------|-----|-----|
| SING OPMENT ND RUCTURE TED | HDIL IN | B1RPZ09 IN | 6/23/2008 | Postal ballot | regard be and are hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulties or doubts that may arise with regard to borrowings and creating mortgages / charges as aforesaid. Alteration of Memorandum of Association As Special Resolutlon | Mgmt. | YES | FOR |
| | | | | | Increase In FII limit As Special Resolution | Mgmt. | YES | FOR |
| | | | | | Increase in borrowing powers As Special Resolution | Mgmt. | YES | FOR |
| EC ATIONAL TED | KECI IN | BOYJJ27 IN | 6/27/2008 | Mumbai | To consider and adopt the Profit and Loss Account for the financial year ended 31st March 2008, the Balance Sheet as at. that date and the Reports of the Directors and Auditors thereon. | Mgmt. | YES | FOR |
| | | | | | To declare dividend on equity shares. | Mgmt. | YES | FOR |
| | | | | | To appoint a Director in place of Mr. H. V. Goenka who retires by rotation, and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR |
| | | | | | To appoint a Director in place of Mr. G. L. Mirchandani who retires by rotation, and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR |
| | | | | | To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, Messrs. Deloitte Haskins & Sells,Chartered Accountants, Mumbai, be and are hereby re-appointed as Auditors of the company, to hold office from the | Mgmt. | YES | FOR |

conclusion of this meeting until the conclusion of the next Annual General Meeting of the company on a remuneration to be determined by the Audit Committee of the Board of Directors of the company plus reimbursement of out of pocket expenses incurred by them in connection with the audit. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary

Resolution:

RESOLVED THAT the Accounts of the Branches of the company for the financial year ending on 31st March 2009, be audited by person(s) and/or firms qualified under applicable local laws to act as Auditors and that the Audit Committee of the Board of Directors of the company be and is hereby authorised to appoint one or more such qualified person(s) and/or firm(s) to audit the accounts of the Branches of the company, as they deem fit, in consultation with Auditors of the company, and to determine the respective terms and conditions of their appointment and remuneration.

Mgmt.

YES

FOR

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary

Resolution: RESOLVED THAT in supercession to the earlier resolution and pursuant to the provisions of Section 293(1) (d) and all other applicable provisions, if any, of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof, the consent of the company be and is hereby accorded to the Board of Directors of the company, for borrowing any sum or sums of money from time to time at their discretion for the purpose. of the company, even if

Mgmt.

YES

FOR

the borrowing(s) (apart from temporary loans obtained from the company's Bankers in the ordinary course of business) together with the monies already borrowed by the company exceeds the paid-up share capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed / to be borrowed from time to time, provided however, that such borrowing shall not exceed Rs: 8,000 Crores (Rupees Eight Thousand Crores only).

To consider, and, if thought fit, to pass, with or without

modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 198, 309 and all other applicable provisions, if any, of the Companies Act, 1956 (the Act) including any statutory modification(s) or re-enactment thereof and subject to all permissions, sanctions and approvals as may be necessary, approval of the company be and is hereby accorded to the payment of commission to the Director(s) of the company who not in the whole time employment of the company and not Managing Director(s) in accordance with and up to the limits laid down under the provisions of Section 309(4) of the Act computed in the manner specified in the Act, for a period of 5 years commencing from the financial year 1st April 2008, in such manner and up to such extent as the Board of Directors and/or Remuneration Committee constituted by the Board of Directors may determine from time to time. RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board

Mgmt.

YES

FOR

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| | | | | | | | | |
|---------------------|---------|---------------|-----------|------------------|--|-------|-----|-----|
| EC TIONAL TED | KECI IN | BOYJJ27 IN | 6/26/2008 | Postal ballot | of Directors and/or Remuneration Committee of the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard. Amend the Object Clause in the Memorandum of Association of the Company in terms of Section 17 and other applicable provisions of the Companies Act, 1956; Commence and carry on all or any of the business as mentioned in the proposed amendments in Clause III of Memorandum of Association of the Company in terms of provisions of Section 149 (2A) of the Companies Act, 1956. | Mgmt. | YES | FOR |
| Bank | INBK IN | B1SFSX2 IN | 6/30/2008 | Chennai | To discuss, approve and adopt the Audited Balance Sheet of the Bank as at 31st March 2008, Profit & Loss account for the year ended on that date, the Report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors Report on the Balance Sheet and Accounts. | Mgmt. | NO | DNA |
| | | | | | To declare dividend for the financial year 2007-08. | Mgmt. | NO | DNA |
| | | | | | To elect two Directors. | Mgmt. | NO | DNA |

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Ag Manage</i> |
|---|---------------------------------------|---------------|---|------------------------------------|--|--|---|------------------------|----------------------------------|
| | | | | | To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2008 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon. | Mgmt. | YES | FOR | FOR |
| Tata Mutual Fund Services Limited | TCS IN | B01NPJ1 IN | 7/1/2008 | Mumbai | To confirm the payment of Interim Dividends on Equity Shares for the year 2007-08 and to declare a Final Dividend for the year 2007-08 on Equity Shares. | Mgmt. | YES | FOR | FOR |
| | | | | | To declare dividend for the year 2007-08 on Redeemable Preference Shares. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in place of Mr. R.N. Tata, who retires by rotation, and being eligible offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | | To appoint a Director in place of Mr. V. Thyagarajan, who retires by rotation, and being eligible offers himself for re-appointment. | Mgmt. | YES | FOR | FOR |
| | | | | | Appointment of Auditors | Mgmt. | YES | FOR | FOR |
| | | | | | Appointment of Mr. N. Chandrasekaran as a Director of the Company | Mgmt. | YES | FOR | FOR |
| | | | | | Appointment of Mr. S. Mahalingam as a Director of the Company | Mgmt. | YES | FOR | FOR |
| | | | | | Appointment of Mr. Phiroz Vandrevala as a Director of the Company | Mgmt. | YES | FOR | FOR |
| | | | | | Appointment of Mr. N. Chandrasekaran as Executive Director and Chief Operating Officer of the Company | Mgmt. | YES | FOR | FOR |
| | | | | | Appointment of Mr. S. Mahalingam as Executive Director and Chief Financial | Mgmt. | YES | FOR | FOR |

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| | | | | | | | | | |
|------------------|---------|---------------|----------|------------------|--|-------|-----|-----|-----|
| | | | | | Officer of the Company Appointment of Mr. Phiroz Vandrevala as an Executive Director of the Company | Mgmt. | YES | FOR | FOR |
| | | | | | Appointment of Mr. S. Padmanabhan as Executive Director of the Company | Mgmt. | YES | FOR | FOR |
| | | | | | Appointment of Branch Auditors | Mgmt. | YES | FOR | FOR |
| nacea tecLtd. | PNCB IN | 6589075 IN | 7/2/2008 | Postal ballot | To consider and, if thought fit, to pass the following resolutions as SPECIAL RESOLUTION: RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956. the Objects Clause of the Memorandum of Association of the Company be altered by adding the following new sub-clauses 39, 40 and 41 after the existing sub-clause 38 of Clause III~ (Other Objects): 39. To acquire, establish, run and maintain hospital(s) for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of persons requiring medical attention; or rehabilitation, to provide medical relief to the public in all branches of medical sciences by all available means, to run, own, manage, administer, Diagnostic Centres, Scan Centres. Nursing Homes. Clinics. Dispensaries, Maternity Homes, Child Welfare and Family Planning Centres. (Clinical Research Organisation, Clinical, Pathological testing laboratories, X-Ray and ECG Clinics in India and abroad, to act as Consultant and | Mgmt. | YES | FOR | FOR |

Advisors providing technical know-how, technical services and allied services for the establishment, operation and improvement of Nursing Homes, Hospitals, Clinics, Medical Institutions. Medical Centres. Diagnostics Centres and Laboratories In India and abroad, to carry out medical research by engaging in the research and development of all fields of medical sciences, and in therapies of medical treatment, so as to afford medical relief in a better way, to provide research facilities for carrying on research, basic and applied, in all systems and discipline or medical and surgical knowledge, to develop pharmacological standardization of indigenous medical plant, to encourage and discover new medical and/or surgical management of disease and affections and to investigate and make known the nature and merits of investigations and findings and research in the said field and to acquire any processes upon such terms as may seem expedient and to improve the same and undertake the manufacture of any product developed, discovered or improved and/or to give licences for the manufacture for the same to other and either to market the same or to grant licenses to other(s) to market the same on such terms as may be deemed fit, to provide; encourage. initiate or promote facilities for the discovery, improvement or development of new method of diagnosis, understanding and treatment of diseases.

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| | | | | | | | | | | |
|-------------------------|---------|---------------|-----------|------------------|---|-------|-----|-----|----|--|
| SEN & UBRO IMITED | | B0166K8 IN | | Postal ballot | It is proposed to restructure the business of the Company, by transferring, selling and/or disposing of the Medical Equipment & System (MED) Business Unit of the Company to its subsidiary company or to any other entity as a going concern. | | | | | |
| Motors imited | TTMT IN | 6101509 IN | 7/9/2008 | Postal ballot | Increase in the Authorised Share Capital and the alteration of the Capital Clause in the Memorandum of Association of the Company | Mgmt. | YES | FOR | FO | |
| | | | | | Alteration of the Articles of Association of the Company | Mgmt. | YES | FOR | FO | |
| | | | | | Raising of additional longterm resources | Mgmt. | YES | FOR | FO | |
| | | | | | Increase in borrowing limits | Mgmt. | YES | FOR | FO | |
| | | | | | Creation of Charges | Mgmt. | YES | FOR | FO | |
| RMAX IMITED | TMX IN | B10SSP1 IN | 7/11/2008 | Postal ballot | In terms of the provisions of Section 17 and other applicable provisions of the Companies Act, 1956, the Board of Directors of your Company proposes to amend Clause III (C) of the Objects Clause of the Memorandum of Association of the Company by inserting a new sub-clause 68 after the existing sub-clause 67 reading as under: To design, develop, fabricate, engineer, manufacture, install, erect, construct, assemble, maintain, repair, buy, sell or otherwise and/or act as consultants, designer, fabricator, manufacturer, supplier, installer, repairer, hirer, lessor, importer or exporter of all goods and services and to deal in all kinds of end to end solutions including equipment, plant & machinery, appliances, apparatus relating to any description or type used for or in power plants, pollution control, water and waste water | Mgmt. | YES | FOR | FO | |

treatment including chemicals
 I consumables, renewable energy systems, wind, solar, geo-thermal or technologies in climate change, clean energy systems, carbon capture and sequestration which includes but not restricted to renewables, clean energy technologies in fossil fuels, hydrogen and hydrogen based technologies including the carrying out of any of the said business activities on build-own-operate (BOO), build-own-operate and transfer (BOOT) or on any other basis and in particular enter into agreements I arrangements by way of joint-venture and I or otherwise in India or abroad by way of capital participation and lor technical know-how and lor to deal, trade, endorse in any way, the rights, benefits, privileges, concessions derived from any of the aforesaid activities.

To consider and, if thought fit, to pass with or without modification(s), the followina resolution as a Special Resolution: **RESOLVED** THAT pursuant to the provisions of Section 31 and any other applicable provisions of the Companies Act, 1956, the consent of the members be and is hereby accorded for the amendment of Article 7 of the Articles of Association of the Company as follows: The words Security Premium Account wherever appearing under Article 7 of Articles of Association of the Company shall be substituted with the words Securities Premium Account :

| | | | | | | | | |
|--|-----------------------|----------|--------|--|-------|-----|-----|-----|
| odrej consumer products limited | GCPL IN B1BDGY0 IN | 7/3/2008 | Mumbai | | Mgmt. | YES | FOR | FOR |
|--|-----------------------|----------|--------|--|-------|-----|-----|-----|

RESOLVED THAT pursuant to the provisions of Section 31 and any other applicable provisions of the Companies Act, 1956, the consent of the members be and is hereby accorded for the amendment of Article 8 of the Articles of Association of the Company as follows: The words Premium Account wherever appearing under Article 8 of Articles of Association of the Company shall be substituted with the words Securities Premium Account .

RESOLVED THAT pursuant to the provisions of Section 31 and any other applicable provisions of the Companies Act, 1956 the consent of the members be and is hereby accorded for the amendment of Article 174 of the Articles of Association of the Company as follows: The words Share Premium Account wherever appearing under Article 174 of Articles of Association of the Company shall be substituted with the words Securities Premium Account .

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:- RESOLVED THAT pursuant to the provisions of Sections 78, 100 to 103 and other applicable provisions, if any, of the Companies Act, 1956, Article 8 of the Articles of Association of the Company, and subject to the sanction of the Hon ble High Court of Judicature at Bombay and any other statutory authorities, as the case may be, the consent is hereby accorded for

Mgmt.

YES

FOR

FOI

utilizing an amount not exceeding Rs.50 Crores out of the balance standing to the credit of Securities Premium Account of the Company for adjusting the Intangibles-Trade Marks and Brands (subject to Deferred Tax adjustment, if any);

RESOLVED FURTHER THAT Mr. Adi Godrej, Chairman and Managing Director, or Mr Hoshedar Press, Executive Director & President, or Mr Sunil, Sapre, Executive Vice President (Finance & Commercial) & Company Secretary or Mr P.Ganesh, Authorised Signatory or Mr K Suryanarayan, General Manager (Finance) or Mr S Srinivasan, General Manager (Finance) or any other person which the Board of Directors of the Company may nominate! constitute to exercise its powers (including the powers by this Resolution), be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to utilization! adjustment of Securities Premium Account including passing such accounting entries and!or making such other adjustments in the books of accounts, as are considered necessary to give effect to the above resolution and give effect to such modifications, changes, variations, alterations, deletions, additions as may be suggested by the Hon ble High Court and

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Bajaj
Inserv
limited.

BJFIN IN

B2QKWK1
IN

7/9/2008

Mumbai

any other appropriate
statutory authority. .
To consider and adopt the
audited balance sheet as at 31
March 2008 and the profit and
loss account for the year
ended 31 March 2008 and the
directors and auditors reports
thereon.

Mgmt.

NO

DNA

DN

To declare a dividend.
To appoint a director in place
of Rahul Bajaj, the first
director of the company
retiring at the meeting and
who being eligible, offers
himself for re-appointment.

Mgmt.

NO

DNA

DN

To appoint a director in place
of Rajiv Bajaj, the first
director of the company
retiring at the meeting and
who being eligible, offers
himself for re-appointment.

Mgmt.

NO

DNA

DN

To appoint a director in place
of Sanjiv Bajaj, the first
director of the company
retiring at the meeting and
who being eligible, offers
himself for re-appointment.

Mgmt.

NO

DNA

DN

To appoint auditors of the
company for the period
commencing from the
conclusion of this annual
general meeting till the
conclusion of the next annual
general meeting and to fix
their remuneration.

Mgmt.

NO

DNA

DN

To consider and if thought fit,
to pass, with or without
modifications, the following
resolution: RESOLVED that
Madhur Bajaj who was
appointed by the board of
directors of the company as an
additional director on 10
May 2007 and who holds
office as such upto the
conclusion of this annual
general meeting and in respect
of whom the company has, as
required by section 257 of the

Mgmt.

NO

DNA

DN

Companies Act, 1956,
received a notice in writing
from a member signifying his
intention to propose him as a
candidate for the office of the
director, be and is hereby
appointed a director of the
company, liable to retire by
rotation.

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| <i>Number of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote or Agency Manag</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|--|--|---|--------------------|-----------------------------|
| | | | | | To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that Nanoo Pamnani who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director and vice-chairman of the company, liable to retire by rotation. | Mgmt. | NO | DNA | DN |
| | | | | | To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that D J Balaji Rao who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a | Mgmt. | NO | DNA | DN |

| | | | | | | | | | |
|--------------------|----------|------------|-----------|------|---|-------|----|-----|----|
| | | | | | <p>candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.</p> <p>To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that S H Khan who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.</p> <p>To consider and adopt the audited balance sheet as at 31 March 2008 and the profit and loss account for the year ended 31 March 2008 and the directors and auditors reports thereon.</p> <p>To declare a dividend.</p> <p>To appoint a director in place of Rahul Bajaj, who retires as first director and who being eligible, offers himself for re-appointment.</p> <p>To appoint a director in place of Rajiv Bajaj, who retires as first director and who being eligible, offers himself for re-appointment.</p> <p>To appoint a director in place of Sanjiv Bajaj, who retires as first director and who being eligible, offers himself for re-appointment.</p> | Mgmt. | NO | DNA | DN |
| Bajaj Auto Limited | BJAUT IN | B2QKXW0 IN | 7/10/2008 | Pune | | Mgmt. | NO | DNA | DN |
| | | | | | | Mgmt. | NO | DNA | DN |
| | | | | | | Mgmt. | NO | DNA | DN |
| | | | | | | Mgmt. | NO | DNA | DN |
| | | | | | | Mgmt. | NO | DNA | DN |

To appoint auditors of the company for the period commencing from the conclusion of this annual general meeting till the conclusion of the next annual general meeting and to fix their remuneration.

Mgmt.

NO

DNA

DN

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that

Madhur Bajaj who was appointed by the board of directors of the company as an additional director on 10 May 2007 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the

Mgmt.

NO

DNA

DN

Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, not liable to retire by rotation.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that

D S Mehta who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a

Mgmt.

NO

DNA

DN

candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that Kantikumar R Podar who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.

Mgmt.

NO

DNA

DN

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that Shekhar Bajaj who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the

Mgmt.

NO

DNA

DN

company, liable to retire by rotation.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that D J Balaji Rao who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.

Mgmt.

NO

DNA

DN

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that J N Godrej who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.

Mgmt.

NO

DNA

DN

To consider and if thought fit, to pass, with or without

Mgmt.

NO

DNA

DN

modifications, the following resolution as an ordinary resolution : RESOLVED that S H Khan who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that Ms Suman Kirloskar who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose her as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.

Mgmt.

NO

DNA

DN

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that Naresh Chandra who was

Mgmt.

NO

DNA

DN

appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution : RESOLVED that

Nanoo Pamnani who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.

Mgmt.

NO

DNA

DN

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution : RESOLVED that Manish Kejriwal who was appointed by the board of directors of the company as an additional director on 30

Mgmt.

NO

DNA

DN

January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that P Murari who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation.

Mgmt.

NO

DNA

DN

To consider and if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution: RESOLVED that Niraj Bajaj who was appointed by the board of directors of the company as an additional director on 30 January 2008 and who holds office as such upto the conclusion of this annual general meeting and in respect

Mgmt.

NO

DNA

DN

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| | | | | | | | | | |
|---|---------|---------------|-----------|--------|---|-------|-----|-----|----|
| Housing Development Finance Corporation Limited | HDFC IN | 6171900 IN | 7/16/2008 | Mumbai | of whom the company has, as required by section 257 of the Companies Act, 1956, received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the director, be and is hereby appointed a director of the company, liable to retire by rotation. | Mgmt. | YES | FOR | FO |
| | | | | | To receive, consider and adopt the audited profit and loss account for the financial year ended March 31, 2008, the balance sheet as at that date and the reports of the directors and the auditors thereon. | Mgmt. | YES | FOR | FO |
| | | | | | To declare dividend on equity shares. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a director in place of Mr. D. M. Satwalekar who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a director in place of Mr. D. N. Ghosh who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint a director in place of Dr. Ram S. Tarneja who retires by rotation and being eligible, offers himself for re-appointment. | Mgmt. | YES | FOR | FO |
| | | | | | To appoint auditors and to fix their remuneration | Mgmt. | YES | FOR | FO |
| | | | | | RESOLVED THAT pursuant to the provisions of Section 228 (1) and other applicable provisions, if any, of the Companies Act, 1956, Messrs Pannell Kerr Forster, Chartered Accountants, be and are hereby re-appointed as Branch Auditors of the Corporation. | Mgmt. | YES | FOR | FO |
| | | | | | RESOLVED THAT pursuant to the provisions of Section 257 and other | Mgmt. | YES | FOR | FO |

applicable provisions, if any, of the Companies Act, 1956, and the provisions of the Articles of Association of the Corporation, Dr. Bimal Jalan be and is hereby appointed as a Director of the Corporation, liable to retire by rotation.

RESOLVED THAT the consent of the Corporation be and is hereby accorded under the provisions of Section 293(1) (d) of the Companies Act, 1956, including any amendment, modification, variation or reenactment thereof, to the Board of Directors of the Corporation to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Corporation.

Re-appointment of Ms. Renu Sud Karnad as the whole-time director of the Corporation (designated as the joint Managing Director).

Mgmt.

YES

FOR

FO

Mgmt.

YES

FOR

FO

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| <i>er of folio arity</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>V or Ma</i> |
|----------------------------------|---------------------------------------|---------------|---|------------------------------------|---|--|---|------------------------|------------------------|
| | | | | | <p>The consent of the Corporation be and is hereby accorded to the Board of Directors of the Corporation (hereinafter referred to as the board which term shall be deemed to include the Compensation Committee of Directors constituted by the board to exercise its powers including powers conferred by this resolution) to create, issue, offer and allot equity shares of the aggregate nominal face value not exceeding Rs.5,69,00,000(Rupees five crores sixty nine lacs only) represented by 56,90,000 equity shares of Rs.10 each of the Corporation, fully paid (or such adjusted numbers for any bonus, stock splits or consolidation or other re-organisation of the capital structure of the Corporation as may be applicable, from time to time) to the present and future permanent employees and directors of the Corporation, whether in India or abroad(hereinafter referred to a s employees), under Employee Stock Option Scheme 2008 (ESOS- 2008)</p> | | | | |
| | | | | | | Mgmt. | YES | FOR | |
| ldings & tment ited | BJHI IN | 6124142 IN | 7/10/2008 | Pune | <p>To consider and adopt the audited balance sheet as at 31 March 2008 and the profit and loss account for the year ended 31 March 2008 and the directors and auditors reports thereon.</p> | Mgmt. | NO | DNA | |
| | | | | | To declare a dividend. | Mgmt. Mgmt. | NO NO | DNA DNA | |

To appoint a director in place of Madhur Bajaj, who retires by rotation and being eligible, offers himself for re-appointment.

To appoint a director in place of Rajiv Bajaj, who retires by rotation and being eligible, offers himself for re-appointment.

Mgmt.

NO

DNA

To appoint auditors of the company for the period commencing from the conclusion of this annual general meeting till the conclusion of the next annual general meeting and to fix their remuneration.

Mgmt.

NO

DNA

To consider and if thought fit, to pass, with or without modifications, the following resolution as a special resolution : RESOLVED that pursuant to the provisions of sections 198, 269, 309, 310,311 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof for the time being in force) and schedule XIII thereto (including any amendment or statutory modification thereto for the time being in force) and subject to such sanctions as may be necessary, approval is hereby given to the appointment of V S Raghavan as the Manager under the Companies Act, 1956 and chief executive officer with the designation of chief executive officer (operations) for a term of five years commencing from 20 February 2008 to 19 February 2013 on the terms and conditions including remuneration and minimum

Mgmt.

NO

DNA

remuneration in the event of absence or inadequacy of profits as set out in the explanatory statement relating to this resolution and in the agreement to be entered into between the company and V S Raghavan, with liberty to the board of directors, to alter or vary the terms and conditions and remuneration including minimum remuneration in such manner as the board may deem fit and is acceptable to V S Raghavan. FURTHER RESOLVED that in the event of any statutory amendment, modification or relaxation by the central government to schedule XIII to the Companies Act, 1956, the board of directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc. within such prescribed limit or ceiling and the said agreement between the company and V S Raghavan be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the company in general meeting. AND FURTHER RESOLVED that the board of directors of the company be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.

| | | | | | | | | |
|------------------|--------|------------|-----------|--------|---|-------|-----|-----|
| Mahindra Limited | KMB IN | 6135661 IN | 7/28/2008 | Mumbai | To receive and adopt the Profit and Loss Account for the year ended 31st March 2008, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon. | Mgmt. | YES | FOR |
| | | | | | To declare a dividend on Equity shares. | Mgmt. | YES | FOR |

| | | | |
|--|-------|-----|-----|
| <p>To appoint a Director in place of Mr. Shivaji Dam who retires by rotation and, being eligible, offers himself for re-appointment.</p> | Mgmt. | YES | FOR |
| <p>To consider and pass the following Resolution as an Ordinary Resolution: RESOLVED that pursuant to the Reserve Bank of India (RBI), letter no. DBOD No. 17/08.140.001/2006-07 dated 14th July, 2006</p> | Mgmt. | YES | FOR |
| <p>approving the continuation of Mr. K. M. Gherda as a Director of the Bank till he retires by rotation, the Members of the Bank resolve that the vacancy pursuant to Mr. Gherda s retirement by rotation at this Annual General Meeting be not filled. To consider and, if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution: RESOLVED that, pursuant to Section 224 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Reserve Bank of India, Messrs. S. R.</p> | Mgmt. | YES | FOR |
| <p>Batliboi & Co., Chartered Accountants, be and are hereby re-appointed Auditors of the Bank to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Bank and that their remuneration be fixed by the Audit Committee of the Board of Directors of the Bank.</p> | Mgmt. | YES | FOR |
| <p>To consider and, if thought fit, to pass,with or without modification(s), the following resolution as an Ordinary Resolution: RESOLVED that Mr. Asirn Ghosh, who was</p> | Mgmt. | YES | FOR |

appointed as an Additional Director of the Bank with effect from 9th May 2008, pursuant to the provisions of Section 260 of the Companies Act, 1956, (the Act) and who holds office up to the date of this Annual General Meeting and in respect of whom the Bank has received a notice from a shareholder proposing his candidature for the office of Director under Section 257 of the Act, be and is hereby appointed a Director of the Bank.

The approval of the Members of the Bank be and is hereby accorded for the increase in remuneration of Dr. Shankar Acharya, part-time Chairman of the Bank

Mgmt. YES FOR

The approval of the Members of the Bank be and is hereby accorded for the re-appointment of Mr. Uday S. Kotak as Whole-time Director of the Bank, designated as Executive Vice Chairman and Managing Director for the period from 22nd March 2009 to 21st March 2012.

Mgmt. YES FOR

The approval of the members of the Bank be and is hereby accorded for the re-appointment of Mr. C. Jayaram as Whole-time Director of the Bank designated as Executive Director for the period from 1st January 2009 to 31st December 2011.

Mgmt. YES FOR

The approval of the members of the Bank be and is hereby accorded for the re-appointment of Mr. Dipak Gupta as Whole-time Director of the Bank designated as Executive Director for the period from 1st January 2009

Mgmt. YES FOR

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|--------------------------------|------------|---------------|-----------|------------------|---|-------|-----|-----|
| | | | | | to 31st December 2011. The consent of the Bank be and is hereby accorded to increase the ceiling limit on total holdings of Foreign Institutional Investors (FIIs)/Securities and Exchange Board of India approved sub-account of FIIs in the equity share capital of the Bank | Mgmt. | YES | FOR |
| ORK18 IA & MENTS ITED | NETM IN | B1JRSG0 IN | 7/21/2008 | Postal ballot | Revision In the Terms and Conditions of the appointment of Managing Director of the Company, Mr. Raghav Bahl, In respect of the remuneration. | Mgmt. | NO | DNA |
| | | | | | Alteration in the object clause .of the Memorandum of Association of the Company | Mgmt. | NO | DNA |
| | | | | | ESPP 2008 for Employees and Directors of the Company | Mgmt. | NO | DNA |
| | | | | | ESPP 2008 for the Employees and Directors of the Holding and Subsidiary Company(ies) | Mgmt. | NO | DNA |
| | | | | | Option In excess of 1% under ESPP 2008 | Mgmt. | NO | DNA |
| | | | | | The consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the Board which term shall include a Committee thereof] to create, offer, issue and allot Equity Shares and Warrants to Daiichi Sankyo Company, Limited, incorporated and existing under the Laws of Japan and having its Registered Office at 3-5-1 Nihonbashi-honcho, Chuo-ku, Tokyo-1 03-8426 (Japan). | Mgmt. | NO | DNA |
| BAXY ATORIES ITED | RBXY IN | BOCMCH4 IN | 7/15/2008 | Chandigarh | RESOLVED that in partial modification of the Resolutions passed at the Annual General Meetings of the Company held on June 28, 2006 and May 31,2007 and in accordance with the provisions of Sections 198, | Mgmt. | NO | DNA |

269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956 and the Articles of Association of the Company, the ceiling of remuneration of Mr. Malvinder Mohan Singh, Chief Executive Officer and Managing Director of the Company be and is hereby revised effective January 1, 2008 such that his Salary, Allowances and Perquisites shall not exceed Rs.25 Crores per annum. RESOLVED FURTHER that the Board of Directors [hereinafter referred to as the Board which term shall include a Committee of Directors] is authorized to fix actual remuneration of Mr. Malvinder Mohan Singh, Chief Executive Officer and Managing Director and revise it from time to time.

RESOLVED FURTHER that all other terms and conditions relating to the appointment and remuneration of Mr. Malvinder Mohan Singh, Chief Executive Officer and Managing Director as approved by members at the Annual General Meetings held on June 28, 2006 and May 31,2007, shall remain unchanged.

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| Mgmt. | NO | DNA |
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RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India [Employee Stock Option Scheme and Employee Stock Purchase Scheme] Guidelines 1999, as amended and any other applicable laws for the time being in force, the Company hereby accords its approval for amendment to the existing

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| Mgmt. | NO | DNA |
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Gujarat

Employees Stock Option Schemers) of the Company to the effect that maximum number of stock options that may be granted to individual management employee in a year be increased from 40,000 to 3,00,000. RESOLVED

FURTHER that for the purpose of giving effect to the above Resolution, the Board of Directors which expression shall include a Committee thereof, be and is hereby authorized to do all such acts, deeds and things and to execute all such deeds, documents, instruments and writings as may be deemed necessary or expedient for the purpose including to settle any question, .difficulty or doubt that may arise in regard thereto.

To receive, consider and adopt the audited Balance Sheet as at March 31, 2008 along with all annexures thereto including the Reports of the Auditors and Directors thereon.

Mgmt.

NO

DNA

To appoint a Director in place of Mr. Sunil Chawla, who retires under Article 170 of the Articles of Association of the Company and being eligible offers himself for re-appointment.

Mgmt.

NO

DNA

To appoint Messrs Chaturvedi & Shah, Chartered Accountants and Messrs GPS & Associates, as Joint-Statutory Auditors for the current year to hold office from the conclusion of the Eleventh Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

Mgmt.

NO

DNA

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|-------------------------|------------|---------------|-----------|-----------|--|-------|----|-----|
| | | | | | To consider, and if thought fit, to pass with or without modifications the following resolution to be proposed as an Ordinary Resolution: RESOLVED THAT Mr. Atul Punj, a Director who was appointed as an Additional Director vide Circular Resolution dated September 18, 2007 | Mgmt. | NO | DNA |
| EDDY S ATORIES TD | DRRD IN | 6410959 IN | 7/22/2008 | Hyderabad | To receive, consider and adopt the Profit & Loss Account for the year ended 31 March 2008, Balance Sheet as on that date along with the Reports of the Directors and Auditors thereon. | Mgmt. | NO | DNA |
| | | | | | To declare dividend on the equity shares for the financial year 2007-08. | Mgmt. | NO | DNA |
| | | | | | To appoint a Director in place of Mr. Anupam Puri, who retires by rotation, and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA |
| | | | | | To appoint a Director in place of Dr. Krishna G Palepu, who retires by rotation, and being eligible, offers himself for re-appointment. | Mgmt. | NO | DNA |

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| <i>Issuer of Portfolio Security</i> | <i>Exchange Ticker Symbol</i> | <i>Sedol</i> | <i>Shareholder Meeting Date</i> | <i>Location of Meeting</i> | <i>Summary of Matter Voted On</i> | <i>Who Proposed Matter: Issuer / Shareholder</i> | <i>Whether Fund Cast Vote on Matter</i> | <i>Fund's Vote</i> | <i>Vote For or Against Management</i> |
|-------------------------------------|-------------------------------|--------------|---------------------------------|----------------------------|---|--|---|--------------------|---------------------------------------|
| | | | | | To resolve not to fill vacancy, for the time being, caused by the retirement of Mr. P N Devarajan, who retires by rotation and does not seek re-appointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To appoint the Statutory Auditors and fix their remuneration. The retiring Auditors BSR& Co. are eligible for re-appointment. | Mgmt. | NO | DNA | DNA |
| | | | | | To consider and if thought fit to pass with or without modification. the following resolution as a special resolution: RESOLVED THAT pursuant to Regulation 6 and 7 of SEBI(Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Clause 20 of the Dr. Reddy s Employees Stock Option Scheme 2002 & Dr. Reddy s Employees ADR Stock Option Scheme, 2007 and other relevant applicable provisions if any, and not withstanding anything to the contrary stated in this regard in the existing schemes of the Company, the Board of Directors of the Company (hereinafter referred to as Board , which term shall be deemed to include the Compensation Committee, for the time being authorised by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution and / or such other persons who may be authorised in this regard) be | Mgmt. | NO | DNA | DNA |

and are hereby authorised to modify certain terms of the existing schemes approved earlier by the shareholders of the Company to exercise the right to recover from the relevant eligible employees, the fringe benefit tax in the respect of options which are granted to or vested or exercised by, the eligible employee under the provisions of Section 115 WKA of the Income Tax Act, 1961. RESOLVED

FURTHER THAT existing Clause 9(a) of Dr. Reddy s Employees Stock Option Scheme, 2002 be and is hereby suitably be amended.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors including the Compensation Committee thereof, be and are hereby authorised to do all such acts, deeds and things, matters as may be necessary or expedient in this regard .

To consider and if thought fit. to pass with or without modification. the following resolution as a special resolution: RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any: of the Companies Act, 1956 including any statutory modification(s) or re-enactment thereof, for the time being in the Board of Directors of the Company (hereinafter referred to as Board which term shall be deemed to include any Committee which the Board may have constituted or

Mgmt.

NO

DNA

DNA

| | | | | | | | | | |
|------------------------------|--------|---------------|-----------|---------|--|-------|-----|-----|-----|
| Jindal Steel & Power Limited | JSP IN | 6726816 IN | 7/24/2008 | Haryana | <p>hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and are hereby authorized to create, offer, issue, and allot warrants, entitling the warrant holder(s) from time to time to apply for equity shares of the Company in one or more tranches, to promoters / promoter group including the entities in the promoter group / any select group related to promoter(s) of the Company whether or not members of the Company</p> | Mgmt. | YES | FOR | FOR |
| | | | | | <p>RESOLVED BY WAY OF SPECIAL RESOLUTION that pursuant to the provisions of Section 372 A and other applicable provisions, if any, of the Companies Act, 1956, approval of the shareholders be and is hereby given to the Board of Directors to make the investments, gifts loans / guarantees and provide securities to or on behalf of the following Companies for the amounts shown against them which shall be over and above the aggregate amounts already approved by Board / Shareholders as the case may be.</p> | | | | |
| | | | | | <p>To consider and if thought fit, to pass the following resolution by way of Special Resolution: RESOLVED BY WAY OF SPECIAL RESOLUTION that subject to the approval of Central Government and in terms of Section 259 of the Companies Act, 1956, the maximum strength of Board of Directors of the Company be and is hereby increased to 18 (eight&e:n) from the existing limit of 12 (twelve). RESOLVED FURTHER that</p> | Mgmt. | YES | FOR | FOR |

pursuant to the provisions of Section 31 of the Companies Act, 1956, existing Article 113 of Articles of Association of the Company be and is hereby substituted by the following Article: 113. Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 252 of the Act, the number of Directors (excluding Debenture and Alternate Directors) shall not be less than three nor more than eighteen.

TO DISCUSS, approve and adopt the Balance Sheet as of 31st March, 2008 and the Profit & Loss Account for the year ended on that date, the report of the Board of Directors at the, working and activities at the Bank for the period covered by the Accounts and the Auditors Report on the Balance Sheet and Accounts.

To declare dividend on Equity Shares for the financial year 2007-2008

| | | | | | | | | | |
|-----------|---------|------------|-----------|--------|---|-------|-----|-----|-----|
| Dena Bank | DBNK IN | 6100001 IN | 7/12/2008 | Mumbai | report of the Board of Directors at the, working and activities at the Bank for the period covered by the Accounts and the Auditors Report on the Balance Sheet and Accounts. | Mgmt. | YES | FOR | FOR |
| | | | | | To declare dividend on Equity Shares for the financial year 2007-2008 | Mgmt. | YES | FOR | FOR |

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant The India Fund, Inc.

By /s/ Prakash A. Melwani
(Signature
and Title)*

Prakash A. Melwani, President
(Principal Executive Officer)

Date July 25, 2008

*Print the name and title of each signing officer under his or her signature.