

**JAIPRAKASH POWER VENTURES LIMITED**

**DECLARATION OF RESULTS OF E-VOTING/ VOTING BY POLL IN RESPECT OF THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF "JAIPRAKASH POWER VENTURES LIMITED" HELD ON SEPTEMBER 20, 2014.**

On the basis of the reports submitted by Shri D.P Gupta, Practising Company Secretary (Membership No. FCS 2411), the Scrutinizer and Shri Jatin Singal, Practising Company Secretary (Membership No. ACS 32448), Alternate Scrutinizer appointed by the Board of Directors for the purpose of Scrutinizing the e-voting process, which started on 14<sup>th</sup> September, 2014 at 9.00 A.M. and ended on 16<sup>th</sup> September, 2014 at 6.00 P.M., and vote on Poll process, which was conducted on 20<sup>th</sup> September 2014, for the 19<sup>th</sup> Annual General Meeting of the Company, in a fair and transparent manner, I declare the Result of the voting on the Resolutions by the Members of the Company as contained in the Notice dated 26<sup>th</sup> July, 2014 in respect of 19<sup>th</sup> Annual General Meeting held on 20<sup>th</sup> September, 2014, as follows:

**Resolution No. 1 (Ordinary)**

"RESOLVED THAT the audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit & Loss Account for the year ended on that date and the Directors' Report and Auditors Report thereon be and are hereby received and adopted."

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054208</b>
Total votes cast in favour of the Resolution	<b>2423053823</b>
Total votes cast against the Resolution	<b>385</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 1 has been passed as an **Ordinary Resolution**.

**Resolution No. 2 (Ordinary)**

"RESOLVED THAT Shri Sunil Kumar Sharma (DIN:00008125), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2422688508</b>
Total votes cast in favour of the Resolution	<b>2422684788</b>
Total votes cast against the Resolution	<b>3720</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

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Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 2 has been passed as an **Ordinary Resolution**.

**Resolution No. 3 (Ordinary)**

“RESOLVED THAT Shri D.P. Goyal (DIN:00211541), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

Total votes	2938003084
Total valid votes cast	2423035858
Total votes cast in favour of the Resolution	2409764680
Total votes cast against the Resolution	13271178
%age of valid votes cast in favour of the Resolution	99.452
%age of valid votes cast against the Resolution	0.548

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 3 has been passed as an **Ordinary Resolution**.

**Resolution No. 4 (Ordinary)**

“RESOLVED THAT Shri G.P. Gaur (DIN:00918895), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

Total votes	2938003084
Total valid votes cast	2423054208
Total votes cast in favour of the Resolution	2409782950
Total votes cast against the Resolution	13271258
%age of valid votes cast in favour of the Resolution	99.452
%age of valid votes cast against the Resolution	0.548

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 4 has been passed as an **Ordinary Resolution**.

**Resolution No. 5 (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, **M/s. R. Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N)**, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM, at such remuneration plus service tax, out-of-pocket expenses, etc. as may be fixed by the Board of Directors of the Company.”

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Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054008</b>
Total votes cast in favour of the Resolution	<b>2420895603</b>
Total votes cast against the Resolution	<b>2158405</b>
%age of valid votes cast in favour of the Resolution	<b>99.911</b>
%age of valid votes cast against the Resolution	<b>0.089</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 5 has been passed as an **Ordinary Resolution**.

#### **Resolution No. 6 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Kabra & Associates, Cost Auditors (Firm Registration No. 0075) appointed by the Board to conduct Audit of the cost records of the Company relating to the Product “Electricity” for the Financial Year 2014-15, as set out in the Statement annexed to the notice convening this meeting, be and is hereby ratified.”

**“RESOLVED FURTHER THAT** the Board Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2423050643</b>
Total votes cast against the Resolution	<b>3465</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 6 has been passed as an **Ordinary Resolution**.

#### **Resolution No. 7 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri R.N. Bhardwaj (DIN: 01571764), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

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**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2422889208</b>
Total votes cast in favour of the Resolution	<b>2422493798</b>
Total votes cast against the Resolution	<b>395410</b>
%age of valid votes cast in favour of the Resolution	<b>99.984</b>
%age of valid votes cast against the Resolution	<b>0.016</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 7 has been passed as an **Ordinary Resolution.**

**Resolution No. 8 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri B.B. Tandon (DIN: 00740511), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2422889008</b>
Total votes cast in favour of the Resolution	<b>2422492823</b>
Total votes cast against the Resolution	<b>396185</b>
%age of valid votes cast in favour of the Resolution	<b>99.984</b>
%age of valid votes cast against the Resolution	<b>0.016</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 8 has been passed as an **Ordinary Resolution.**

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**Resolution No. 9 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri A.K. Goswami (DIN: 02636247), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2423051228</b>
Total votes cast against the Resolution	<b>2880</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 9 has been passed as an **Ordinary Resolution**.

**Resolution No. 10 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri S.C. Bhargava (DIN: 00020021), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

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Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2422658648</b>
Total votes cast against the Resolution	<b>395460</b>
%age of valid votes cast in favour of the Resolution	<b>99.984</b>
%age of valid votes cast against the Resolution	<b>0.016</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 10 has been passed as an **Ordinary Resolution.**

**Resolution No. 11 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Shri S.S. Gupta (DIN: 02284265), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423053988</b>
Total votes cast in favour of the Resolution	<b>2422657528</b>
Total votes cast against the Resolution	<b>396160</b>
%age of valid votes cast in favour of the Resolution	<b>99.984</b>
%age of valid votes cast against the Resolution	<b>0.016</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 11 has been passed as an **Ordinary Resolution.**

**Resolution No. 12 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder read with Schedule IV to the Act, Dr. J.N. Gupta (DIN: 00397952), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the

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Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017 and whose period of office shall not be liable to rotation.”

**“RESOLVED FURTHER THAT** the letter of appointment, setting out the terms and conditions, be issued to the Independent Director, as finalized by the Board.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2423051168</b>
Total votes cast against the Resolution	<b>2940</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 12 has been passed as an **Ordinary Resolution.**

**Resolution No. 13 (Ordinary)**

**“RESOLVED THAT** pursuant to Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, subject to such other approvals as may be required, the approval of the Company be and is hereby accorded to the re-appointment of Shri Sunil Kumar Sharma (DIN: 00008125) as the Vice-Chairman & CEO of the Company, with substantial powers of management, for a further period of five years w.e.f. 12th January, 2015, without any remuneration for the time-being.”

**“RESOLVED FURTHER THAT** Shri Sunil Kumar Sharma shall, however, be entitled to reimbursement of expenses, if any, incurred in connection with the discharge of official duties.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Sunil Kumar Sharma, including relating to remuneration, as it may, at its discretion, deem fit from time to time, provided, however, that the remuneration when fixed, shall not exceed the limits specified in Schedule V appended to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

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Total votes	<b>2938003084</b>
Total valid votes cast	<b>2422688408</b>
Total votes cast in favour of the Resolution	<b>2422684369</b>
Total votes cast against the Resolution	<b>4039</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 13 has been passed as an **Ordinary Resolution**.

**Resolution No. 14 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013, Shri S.D. Nailwal (DIN: 00008529) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2409389907</b>
Total votes cast against the Resolution	<b>13664201</b>
%age of valid votes cast in favour of the Resolution	<b>99.436</b>
%age of valid votes cast against the Resolution	<b>0.564</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 14 has been passed as an **Ordinary Resolution**.

**Resolution No. 15 (Ordinary)**

**“RESOLVED THAT** pursuant to the provisions of Section 152(2) of the Companies Act, 2013, Ms. Sunita Joshi (DIN: 00025720) be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2423054108</b>
Total votes cast in favour of the Resolution	<b>2409389880</b>
Total votes cast against the Resolution	<b>13664228</b>
%age of valid votes cast in favour of the Resolution	<b>99.436</b>
%age of valid votes cast against the Resolution	<b>0.564</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 15 has been passed as an **Ordinary Resolution**.

**Resolution No. 16 (Special)**

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if

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any, of the Companies Act, 2013 and subject to such other approvals, as may be necessary, the approval of the Company be and is hereby accorded to the re-appointment of Shri Suren Jain (DIN:00011026) as the Managing Director & CFO of the Company for a further period of five years from 12th January, 2015 to 11th January, 2020, at such remuneration, perquisites and benefits for a period of three years from the date of re-appointment i.e. upto 11th January, 2018, as set out in the annexed Statement.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of Shri Suren Jain, 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 V appended to the Companies Act, 2013, or any statutory amendment or re-enactment thereof.”

“**RESOLVED FURTHER THAT** pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration, as set out in the annexed Statement to the Notice, be paid as minimum remuneration to Shri Suren Jain, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this Resolution and to do all acts and take all such steps as may be deemed necessary, proper and expedient to implement this Resolution.”

Total votes	<b>2938003084</b>
Total valid votes cast	<b>2422703909</b>
Total votes cast in favour of the Resolution	<b>2422699229</b>
Total votes cast against the Resolution	<b>4680</b>
%age of valid votes cast in favour of the Resolution	<b>100.000</b>
%age of valid votes cast against the Resolution	<b>0.000</b>

Since the votes cast in favour of the above Resolution are more than three times the votes cast against the Resolution, I hereby declare that Resolution No. 16 has been passed as a **Special Resolution**.

Based on the Consolidated Report of the Scrutinizer and Alternate Scrutinizer, all Resolutions as set out in the Notice of the 19<sup>th</sup> Annual General Meeting have been duly approved by the members with requisite majority and such resolutions are deemed to be passed as on the date of the Annual General Meeting of the Company i.e. 20<sup>th</sup> September, 2014. The Results along with the Scrutinizer’s Report shall be available on the Company’s Website, [www.jppowerventures.com](http://www.jppowerventures.com) & on CDSL’s Website.



**(SUREN JAIN)**  
**Chairman of the meeting**

Place: Waknaghat  
Date: 20<sup>th</sup> September, 2014

## CONSOLIDATED SCRUTINIZERS' REPORT

(E-voting and Vote on poll)

To,

The Chairman  
19<sup>th</sup> Annual General Meeting of  
Jaiprakash Power Ventures Limited  
JUIT Complex, Waknaghat  
P.O. Dumehar Bani  
Kandaghat-173215. Distt Solan (H.P.)

Dear Sir,

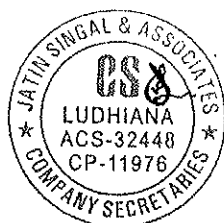
**Sub. : Consolidated Report of the Scrutinizer and Alternate Scrutinizer on e-voting and vote on poll conducted at the 19<sup>th</sup> Annual General Meeting of Jaiprakash Power Ventures Limited held on Saturday, the 20<sup>th</sup> September, 2014 at 10.00 A.M.**

1. We, D.P Gupta, Practising Company Secretary (Membership No. FCS 2411) and Jatin Singal, Practising Company Secretary (Membership No. ACS 32448) were appointed as Scrutinizer and Alternate Scrutinizer respectively by

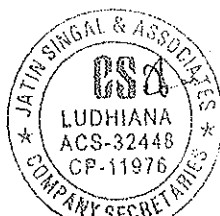
- (i) The Board of Directors of Jaiprakash Power Ventures Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
- (ii) The Board of Directors of Jaiprakash Power Ventures Limited for the purpose of Scrutinizing the ballot paper process, in the event of Poll, under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules,

on the resolutions contained in the notice to the 19<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on 20<sup>th</sup> September, 2014 at the Registered Office of the Company at JUIT Complex, Waknaghat, P.O. Dumehar Bani, Kandaghat-173215, Distt. Solan (H.P.).

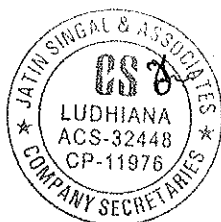
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 19<sup>th</sup> AGM of the members of the Company. Our responsibility as a scrutinizer and alternate srutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in notice of the AGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities and also vote on poll at AGM.
3. We have issued separate Scrutinizer's Report dated September 20, 2014 on the e-voting and vote on poll on the Resolutions contained in the notice to the AGM .
4. As requested by management, We submit herewith consolidated report on the results of e-voting together with that vote on Poll, stating total votes, not voted /invalid votes, valid votes, votes in favour of the Resolutions (No. & %) and votes cast against the Resolutions(No. & %) as under:-



Item no. of Notice	Total votes	Not voted / invalid votes	Valid votes	Total votes cast in favour of the Resolutions		Total votes cast against the Resolutions	
				Nos.	% of valid votes cast in favour of the Resolution	Nos.	% of valid votes cast against the Resolution
Resolution No. 1 of the Notice ( As an Ordinary Resolutin)	2423111408	57200	2423054208	2423053823	100.000	385	0.000
Resolution No. 2 of the Notice ( As an Ordinary Resolution)	2423111408	422900	2422688508	2422684788	100.000	3720	0.000
Resolution No. 3 of the Notice ( As an Ordinary Resolution)	2423111408	75550	2423035858	2409764680	99.452	13271178	0.548
Resolution No. 4 of the Notice ( As an Ordinary Resolution)	2423111408	57200	2423054208	2409782950	99.452	13271258	0.548
Resolution No. 5 of the Notice ( As an Ordinary Resolution)	2423111408	57400	2423054008	2420895603	99.911	2158405	0.089
Resolution No. 6 of the Notice ( As an Ordinary Resolution)	2423111408	57300	2423054108	2423050643	100.000	3465	0.000
Resolution No. 7 of the Notice ( As an Ordinary Resolution)	2423111408	222200	2422889208	2422493798	99.984	395410	0.016
Resolution No. 8 of the Notice ( As an Ordinary Resolution)	2423111408	222400	2422889008	2422492823	99.984	396185	0.016



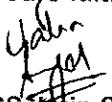

Resolution No. 9 of the Notice ( As an Ordinary Resolution)	2423111408	57300	2423054108	2423051228	100.000	2880	0.000
Resolution No. 10 of the Notice ( As an Ordinary Resolution)	2423111408	57300	2423054108	2422658648	99.984	395460	0.016
Resolution No. 11 of the Notice ( As an Ordinary Resolution)	2423111408	57420	2423053988	2422657828	99.984	396160	0.016
Resolution No. 12 of the Notice ( As an Ordinary Resolution)	2423111408	57300	2423054108	2423051168	100.000	2940	0.000
Resolution No. 13 of the Notice ( As an Ordinary Resolution)	2423111408	423000	2422688408	2422684369	100.000	4039	0.000
Resolution No. 14 of the Notice ( As an Ordinary Resolution)	2423111408	57300	2423054108	2409389907	99.436	13664201	0.564
Resolution No. 15 of the Notice ( As an Ordinary Resolution)	2423111408	57300	2423054108	2409389880	99.436	13664228	0.564
Resolution No. 16 of the Notice ( As a Special Resolution)	2423111408	407499	2422703909	2422699229	100.000	4680	0.000

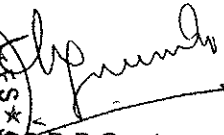



As desired by the management of the Company, we are also attaching the information as required under clause 35A of Listing Agreement in the **Annexure**.

Thanking You,

Yours faithfully

  
  
CS Jatin Singha  
(Alternate Scrutinizer)  
C.P. No. 11976  
Membership No. ACS 32448

  
  
CS D.P Gupta  
(Scrutinizer)  
C.P. No. 1509  
Membership No. FCS 2411

Place: *waknaghat*  
Date: *20/9/2014*

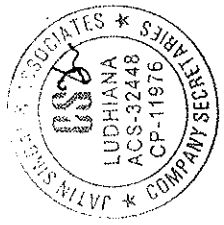
**ANNEXURE**

**Resolution No. 1 : Ordinary Resolution. To receive, consider & adopt the Audited Balance Sheet of the Company for the year ended 31st March, 2014, Statement of Profit & Loss for the year ended on that date**

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[2]/(1)*100	(4)	(5)	(6)=[4]/(2)*100	(7)=[5]/(2)*100	
<b>Promoters</b>								
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%	
<b>Public</b>	(A)	1,868,648,237	100.00%	1,868,646,437	-	100.00%	0.00%	
B1	363,254,779	160,780,950	44.26%	160,780,950	-	100.00%	0.00%	
B2	706,100,068	393,626,821	55.75%	393,626,436	385	100.00%	0.00%	
	<b>B = (B1 + B2)</b>	<b>1,069,354,847</b>	<b>51.85%</b>	<b>554,407,386</b>	<b>385</b>	<b>100.00%</b>	<b>0.00%</b>	
	<b>Total (A + B)</b>	<b>2,938,003,084</b>	<b>82.47%</b>	<b>2,423,053,823</b>	<b>385</b>	<b>100.00%</b>	<b>0.00%</b>	

**Resolution No. 2 : Ordinary Resolution. To appoint a Director in place of Shri Sunil Kumar Sharma (DIN: 00008125), who retires by rotation and, being eligible, offers himself for re-appointment**

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[2]/(1)*100	(4)	(5)	(6)=[4]/(2)*100	(7)=[5]/(2)*100	
<b>Promoters</b>								
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%	
<b>Public</b>	(A)	1,868,648,237	100.00%	1,868,646,437	-	100.00%	0.00%	
B1	363,254,779	160,615,950	44.22%	160,615,950	-	100.00%	0.00%	
B2	706,100,068	393,426,121	55.72%	393,422,401	3,720	100.00%	0.00%	
	<b>B = (B1 + B2)</b>	<b>1,069,354,847</b>	<b>51.81%</b>	<b>554,038,351</b>	<b>3,720</b>	<b>100.00%</b>	<b>0.00%</b>	
	<b>Total (A + B)</b>	<b>2,938,003,084</b>	<b>82.46%</b>	<b>2,422,684,788</b>	<b>3,720</b>	<b>100.00%</b>	<b>0.00%</b>	



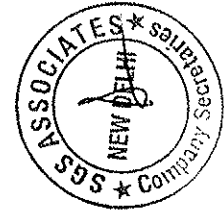
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**Resolution No. 3 : Ordinary Resolution. To appoint a Director in place of Shri D.P.Goyal (DIN: 00211541), who retires by rotation and, being eligible, offers himself for re-appointment**

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
Public	(A)	1,868,648,237	100.00%	1,868,646,437	-	100.00%	0.00%
B1	363,254,779	160,780,950	44.26%	147,513,482	13,267,468	91.75%	8.25%
B2	706,100,068	393,608,471	55.74%	393,604,761	3,710	100.00%	0.00%
	<b>B = ( B1 + B2)</b>	<b>554,389,421</b>	<b>51.84%</b>	<b>541,118,243</b>	<b>13,271,178</b>	<b>97.61%</b>	<b>2.39%</b>
	<b>Total ( A + B )</b>	<b>2,423,035,858</b>	<b>82.47%</b>	<b>2,409,764,680</b>	<b>13,271,178</b>	<b>99.45%</b>	<b>0.55%</b>

**Resolution No. 4 : Ordinary Resolution. To appoint a Director in place of Shri G.P.Gaur (DIN: 00918895), who retires by rotation and, being eligible, offers himself for re-appointment**

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
Public	(A)	1,868,648,237	100.00%	1,868,646,437	-	100.00%	0.00%
B1	363,254,779	160,780,950	44.26%	147,513,482	13,267,468	91.75%	8.25%
B2	706,100,068	393,626,821	55.75%	393,623,031	3,790	100.00%	0.00%
	<b>B = ( B1 + B2)</b>	<b>554,407,771</b>	<b>51.85%</b>	<b>541,136,513</b>	<b>13,271,258</b>	<b>97.61%</b>	<b>2.39%</b>
	<b>Total ( A + B )</b>	<b>2,423,054,208</b>	<b>82.47%</b>	<b>2,409,782,950</b>	<b>13,271,258</b>	<b>99.45%</b>	<b>0.55%</b>



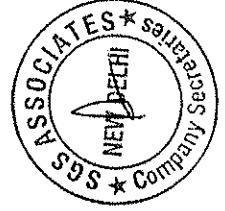
Page 6 of 12

**Resolution No. 5 : Ordinary Resolution. To appoint M/s R. Nagpal Associates, Chartered Accountants (Firm Registration no. 002626N), as Statutory Auditors**

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
<b>Public</b>	(A)	<b>1,868,648,237</b>	<b>100.00%</b>	<b>1,868,646,437</b>	-	<b>100.00%</b>	<b>0.00%</b>
B1	363,254,779	160,780,950	44.26%	158,624,700	2,156,250	98.66%	1.34%
B2	706,100,068	393,626,621	55.75%	393,624,466	2,155	100.00%	0.00%
	<b>B = ( B1 + B2)</b>	<b>1,069,354,847</b>	<b>51.85%</b>	<b>552,249,166</b>	<b>2,158,405</b>	<b>99.61%</b>	<b>0.39%</b>
	<b>Total ( A + B )</b>	<b>2,938,003,084</b>	<b>82.47%</b>	<b>2,420,895,603</b>	<b>2,158,405</b>	<b>99.91%</b>	<b>0.09%</b>

**Resolution No. 6 : Ordinary Resolution. Ratification of the remuneration of Cost Auditors**

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
<b>Public</b>	(A)	<b>1,868,648,237</b>	<b>100.00%</b>	<b>1,868,646,437</b>	-	<b>100.00%</b>	<b>0.00%</b>
B1	363,254,779	160,780,950	44.26%	160,780,950	-	100.00%	0.00%
B2	706,100,068	393,626,721	55.75%	393,623,256	3,465	100.00%	0.00%
	<b>B = ( B1 + B2)</b>	<b>1,069,354,847</b>	<b>51.85%</b>	<b>554,404,206</b>	<b>3,465</b>	<b>100.00%</b>	<b>0.00%</b>
	<b>Total ( A + B )</b>	<b>2,938,003,084</b>	<b>82.47%</b>	<b>2,423,050,643</b>	<b>3,465</b>	<b>100.00%</b>	<b>0.00%</b>



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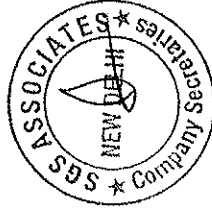


**Resolution No. 7 :Ordinary Resolution.Appointment of Shri R.N. Bhardwaj (DIN: 01571764), as an Independent Director of the Company**

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[2]/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
<b>Public</b>	(A)	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
B1	363,254,779	160,615,950	44.22%	160,222,670	393,280	99.76%	0.24%
B2	706,100,068	393,626,821	55.75%	393,624,691	2,130	100.00%	0.00%
	<b>B = (B1 + B2)</b>	<b>554,242,771</b>	<b>51.83%</b>	<b>553,847,361</b>	<b>395,410</b>	<b>99.93%</b>	<b>0.07%</b>
	<b>Total (A + B)</b>	<b>2,422,889,208</b>	<b>82.47%</b>	<b>2,422,493,798</b>	<b>395,410</b>	<b>99.98%</b>	<b>0.02%</b>

**Resolution No. 8 :Ordinary Resolution.Appointment of Shri B.B. Tandon (DIN: 00740511), as an Independent Director of the Company**

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[2]/(1)*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
<b>Public</b>	(A)	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
B1	363,254,779	160,615,950	44.22%	160,222,670	393,280	99.76%	0.24%
B2	706,100,068	393,626,621	55.75%	393,623,716	2,905	100.00%	0.00%
	<b>B = (B1 + B2)</b>	<b>554,242,571</b>	<b>51.83%</b>	<b>553,846,386</b>	<b>396,185</b>	<b>99.93%</b>	<b>0.07%</b>
	<b>Total (A + B)</b>	<b>2,422,889,008</b>	<b>82.47%</b>	<b>2,422,492,823</b>	<b>396,185</b>	<b>99.98%</b>	<b>0.02%</b>



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**Resolution No. 11 : Ordinary Resolution.Appointment of Shri S.S. Gupta (DIN: 02284265), as an Independent Director of the Company**

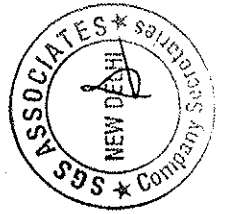
	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>								
A	Promoter and Promoter Group	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
<b>Public</b>	(A)	<b>1,868,648,237</b>	<b>1,868,646,437</b>	<b>100.00%</b>	<b>1,868,646,437</b>	-	<b>100.00%</b>	<b>0.00%</b>
B1	Public Institutional holders	363,254,779	160,780,950	44.26%	160,387,670	393,280	99.76%	0.24%
B2	Public - others	706,100,068	393,626,601	55.75%	393,623,721	2,880	100.00%	0.00%
	<b>B = ( B1 + B2)</b>	<b>1,069,354,847</b>	<b>554,407,551</b>	<b>51.85%</b>	<b>554,011,391</b>	<b>396,160</b>	<b>99.93%</b>	<b>0.07%</b>
	<b>Total ( A + B )</b>	<b>2,938,003,084</b>	<b>2,423,053,988</b>	<b>82.47%</b>	<b>2,422,657,828</b>	<b>396,160</b>	<b>99.98%</b>	<b>0.02%</b>

**Resolution No. 12 : Ordinary Resolution.Appointment of Dr. J.N. Gupta (DIN: 00397952), as an Independent Director of the Company**

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>								
A	Promoter and Promoter Group	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
<b>Public</b>	(A)	<b>1,868,648,237</b>	<b>1,868,646,437</b>	<b>100.00%</b>	<b>1,868,646,437</b>	-	<b>100.00%</b>	<b>0.00%</b>
B1	Public Institutional holders	363,254,779	160,780,950	44.26%	160,780,950	-	100.00%	0.00%
B2	Public - others	706,100,068	393,626,721	55.75%	393,623,781	2,940	100.00%	0.00%
	<b>B = ( B1 + B2)</b>	<b>1,069,354,847</b>	<b>554,407,671</b>	<b>51.85%</b>	<b>554,404,731</b>	<b>2,940</b>	<b>100.00%</b>	<b>0.00%</b>
	<b>Total ( A + B )</b>	<b>2,938,003,084</b>	<b>2,423,054,108</b>	<b>82.47%</b>	<b>2,423,051,168</b>	<b>2,940</b>	<b>100.00%</b>	<b>0.00%</b>



*Safe 10/9/12*

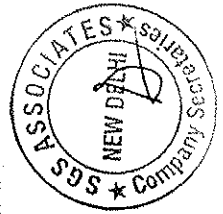


**Resolution No. 13 :Ordinary Resolution.Re-appointment of Shri Sunil Kumar Sharma (DIN: 00008125), as Vice Chairman & Chief Executive Officer**

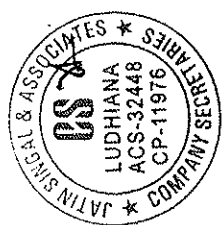
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
<b>Public</b>	(A)	<b>1,868,648,237</b>	<b>100.00%</b>	<b>1,868,646,437</b>	-	<b>100.00%</b>	<b>0.00%</b>
B1	363,254,779	160,615,950	44.22%	160,615,950	-	100.00%	0.00%
B2	706,100,068	393,426,021	55.72%	393,421,982	4,039	100.00%	0.00%
	<b>B = (B1 + B2)</b>	<b>1,069,354,847</b>	<b>51.81%</b>	<b>554,037,932</b>	<b>4,039</b>	<b>100.00%</b>	<b>0.00%</b>
	<b>Total (A + B)</b>	<b>2,938,003,084</b>	<b>82.46%</b>	<b>2,422,684,369</b>	<b>4,039</b>	<b>100.00%</b>	<b>0.00%</b>

**Resolution No. 14 :Ordinary Resolution.Appointment of Shri Shyam Datt Nailwal (DIN: 00008529), as a Director**

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
<b>Public</b>	(A)	<b>1,868,648,237</b>	<b>100.00%</b>	<b>1,868,646,437</b>	-	<b>100.00%</b>	<b>0.00%</b>
B1	363,254,779	160,780,950	44.26%	147,120,202	13,660,748	91.50%	8.50%
B2	706,100,068	393,626,721	55.75%	393,623,268	3,453	100.00%	0.00%
	<b>B = (B1 + B2)</b>	<b>1,069,354,847</b>	<b>51.85%</b>	<b>540,743,470</b>	<b>13,664,201</b>	<b>97.54%</b>	<b>2.46%</b>
	<b>Total (A + B)</b>	<b>2,938,003,084</b>	<b>82.47%</b>	<b>2,409,389,907</b>	<b>13,664,201</b>	<b>99.44%</b>	<b>0.56%</b>



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**Resolution No. 9 : Ordinary Resolution..Appointment of Shri A.K. Goswami (DIN: 02636247), as an Independent Director of the Company**

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
<b>Promoters</b>								
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%	
<b>Public</b>	(A)	<b>1,868,648,237</b>	<b>100.00%</b>	<b>1,868,646,437</b>	-	<b>100.00%</b>	<b>0.00%</b>	
B1	Public Institutional holders	363,254,779	44.26%	160,780,950	-	100.00%	0.00%	
B2	Public - others	706,100,068	55.75%	393,626,721	2,880	100.00%	0.00%	
	<b>B = ( B1 + B2)</b>	<b>1,069,354,847</b>	<b>51.85%</b>	<b>554,404,791</b>	<b>2,880</b>	<b>100.00%</b>	<b>0.00%</b>	
	<b>Total ( A + B )</b>	<b>2,938,003,084</b>	<b>82.47%</b>	<b>2,423,054,108</b>	<b>2,880</b>	<b>100.00%</b>	<b>0.00%</b>	

**Resolution No. 10 : Ordinary Resolution.Appointment of Shri S.C. Bhargava (DIN: 00020021), as an Independent Director of the Company**

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
<b>Promoters</b>								
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%	
<b>Public</b>	(A)	<b>1,868,648,237</b>	<b>100.00%</b>	<b>1,868,646,437</b>	-	<b>100.00%</b>	<b>0.00%</b>	
B1	Public Institutional holders	363,254,779	44.26%	160,387,670	393,280	99.76%	0.24%	
B2	Public - others	706,100,068	55.75%	393,624,541	2,180	100.00%	0.00%	
	<b>B = ( B1 + B2)</b>	<b>1,069,354,847</b>	<b>51.85%</b>	<b>554,012,211</b>	<b>395,460</b>	<b>99.98%</b>	<b>0.07%</b>	
	<b>Total ( A + B )</b>	<b>2,938,003,084</b>	<b>82.47%</b>	<b>2,422,658,648</b>	<b>395,460</b>	<b>99.98%</b>	<b>0.02%</b>	



*Page 9 of 12*

**Resolution No. 15 : Ordinary Resolution. Appointment of Ms. Sunita Joshi (DIN: 00025720), as a Director**

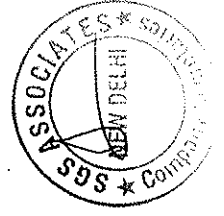
Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
<b>Public</b>	(A)	<b>1,868,646,437</b>	<b>100.00%</b>	<b>1,868,646,437</b>	-	<b>100.00%</b>	<b>0.00%</b>
B1	363,254,779	160,780,950	44.26%	147,120,202	13,660,748	91.50%	8.50%
B2	706,100,068	393,626,721	55.75%	393,623,241	3,480	100.00%	0.00%
	<b>B = (B1 + B2)</b>	<b>554,407,671</b>	<b>51.85%</b>	<b>540,743,443</b>	<b>13,664,228</b>	<b>97.54%</b>	<b>2.46%</b>
	<b>Total (A + B)</b>	<b>2,423,054,108</b>	<b>82.47%</b>	<b>2,409,389,880</b>	<b>13,664,228</b>	<b>99.44%</b>	<b>0.56%</b>

**Resolution No. 16 : Special Resolution. Re-appointment of Shri Suren Jain (DIN: 00011026) as Managing Director & Chief Financial Officer**

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	1,868,648,237	1,868,646,437	100.00%	1,868,646,437	-	100.00%	0.00%
<b>Public</b>	(A)	<b>1,868,646,437</b>	<b>100.00%</b>	<b>1,868,646,437</b>	-	<b>100.00%</b>	<b>0.00%</b>
B1	363,254,779	160,615,950	44.22%	160,615,950	-	100.00%	0.00%
B2	706,100,068	393,441,522	55.72%	393,436,842	4,680	100.00%	0.00%
	<b>B = (B1 + B2)</b>	<b>554,057,472</b>	<b>51.81%</b>	<b>554,052,792</b>	<b>4,680</b>	<b>100.00%</b>	<b>0.00%</b>
	<b>Total (A + B)</b>	<b>2,422,703,909</b>	<b>82.46%</b>	<b>2,422,699,229</b>	<b>4,680</b>	<b>100.00%</b>	<b>0.00%</b>



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## SCRUTINIZER'S REPORT

[E-voting]

(Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman  
19<sup>th</sup> Annual General Meeting of Equity Shareholders  
Jaiprakash Power Ventures Limited  
Sector-128, Noida- 201 304, U.P.

Dear Sir,

**Sub. : Report of the Scrutinizer and Alternate Scrutinizer on e – voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies ( Management and Administration) Rules, 2014**

We, D.P Gupta, Practising Company Secretary (Membership No. FCS 2411) and Jatin Singal, Practising Company Secretary (Membership No. ACS 32448) have been appointed as Scrutinizer and Alternate Scrutinizer respectively, for the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of "Jaiprakash Power Ventures Limited" to be held on Saturday, the 20<sup>th</sup> of September, 2014 at 10.00 A.M. at the Registered Office of the Company at **JUIT Complex, Wagnaghat, P.O. Dumehar Bani, Kandaghat-173215, Distt. Solan (H.P.)**, for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.


We submit our report as under:

1. The e-voting period remained open from 14<sup>th</sup> September, 2014 (9.00 a.m.) upto 16<sup>th</sup> September, 2014 (6:00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e. 19<sup>th</sup> August, 2014 were entitled to vote on the proposed 16 (Sixteen) Resolutions as mentioned in the Notice of 19<sup>th</sup> AGM of Jaiprakash Power Ventures Limited (Item Number 1 to 16 of the Notice of the 19<sup>th</sup> AGM of Jaiprakash Power Ventures Limited) .
3. The votes were unblocked on 16<sup>th</sup> September 2014 in the presence of two witnesses, Miss Surbhi Bansal resident of B-3/46, Paschim Vihar, New Delhi-110063(Address) and Miss Sakshi Mathur resident of Pocket-L,234-B,Dilshad Garden,Delhi-110095 who are not in the employment of the Company.

They have signed below in Confirmation of the votes being unblocked in their presence.

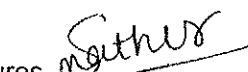
Signatures

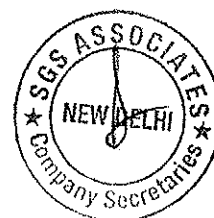
Name

  
Surbhi Bansal

Signatures

Name

  
SAKSHI MATHUR



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

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

A) **Resolution 1:- Adoption of Balance Sheet as at 31<sup>st</sup> March, 2014, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution).**

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

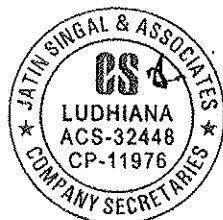
Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
102	2414460389	100.000

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
5	385	0.000

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



- B) Resolution 2:- Re-appointment of Shri Sunil Kumar Sharma (DIN: 00008125), who retires by rotation being eligible, offers himself for re-appointment. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of total number of valid votes cast
94	2414091354	100.000

(ii) Voted against the resolution:

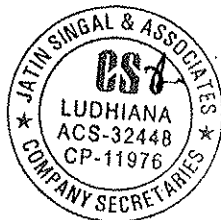
Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
11	3720	0.000

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

Notes:

- (i) Not voted 165000 shares  
(ii) Abstained 200700 shares





- C) **Resolution 3:- Re-appointment of Shri D.P. Goyal (DIN: 00211541), who retires by rotation being eligible, offers himself for re-appointment. (Ordinary Resolution)**

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

Number of Members voted through e- voting system	Number of votes cast by them	% of total number of valid votes cast
85	2401189396	99.452

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

Number of Members voted through e- voting system	Number of votes cast by them	% of total number of valid votes cast
21	13271178	0.548

(iii) **Invalid Votes:**

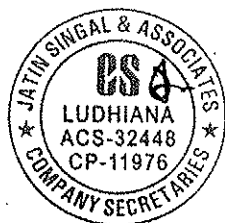
Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Notes: Not Voted 200 shares.**

- D) **Resolution 4:- Re-appointment of Shri G.P. Gaur (DIN: 00918895), who retires by rotation being eligible, offers himself for re-appointment. (Ordinary Resolution)**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
84	2401189516	99.452



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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
22	13271258	0.548

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

E) **Resolution 5:- Re-appointment of M/s R. Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the year 2017 & Fixing their remuneration. (Ordinary Resolution)**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
98	2412302169	99.911

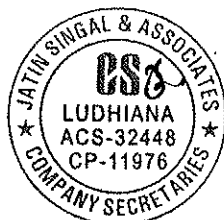
(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
7	2158405	0.089

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

Notes: Not Voted 200 shares.



**F) Resolution 6:- Ratification of the remuneration of Cost Auditors. (Ordinary Resolution)**

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

Number of Members voted through e- voting system	Number of votes cast by them	% of total number of valid votes cast
94	2414457209	100.000

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

Number of Members voted through e- voting system	Number of votes cast by them	% of total number of valid votes cast
11	3465	0.000

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Notes: Not Voted 100 shares.**

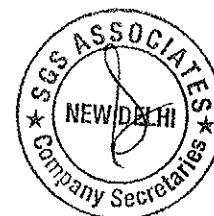
**G) Resolution 7:- Appointment of Shri R.N. Bhardwaj (DIN: 01571764) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
97	2413900364	99.984

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

Number of Members voted through	Number of votes cast by them	% of total number of valid votes cast



electronic voting system		
7	395410	0.016

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Notes: Not Voted 165000 shares.**

H) **Resolution 8:- Appointment of Shri B.B. Tandon (DIN: 00740511) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
93	2413899389	99.984

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
10	396185	0.016

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Notes: Not Voted 165200 shares.**



- I) **Resolution 9:- Appointment of Shri A.K. Goswami (DIN: 02636247) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
97	2414457794	100.000

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
7	2880	0.000

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

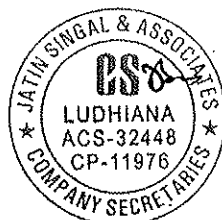
- J) **Resolution 10:- Appointment of Shri S.C. Bhargava (DIN: 00020021) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
96	2414065214	99.984

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
8	395460	0.016



(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

Notes: Not Voted 100 shares.

K) **Resolution 11:- Appointment of Shri S.S. Gupta (DIN: 02284265) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)**

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

Number of Members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
95	2414064514	99.984

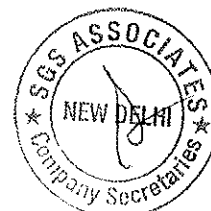
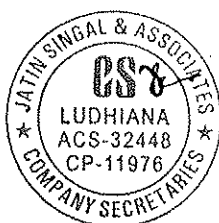
(ii) Voted **against** the resolution:

Number of Members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
9	396160	0.016

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

Notes: Not Voted 100 shares.



- L) **Resolution 12:- Appointment of Dr. J.N. Gupta (DIN: 00397952) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)**

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

Number of Members voted through e- voting system	Number of votes cast by them	% of total number of valid votes cast
96	2414457734	100.000

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

Number of Members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
8	2940	0.000

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Notes: Not Voted 100 shares.**

- M) **Resolution 13:- Re-appointment of Shri Sunil Kumar Sharma (DIN: 00008125) as Vice-Chairman & Chief Executive Officer for a further period of five years w.e.f. 12<sup>th</sup> January, 2015. (Ordinary Resolution)**

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

Number of Members voted through e- voting system	Number of votes cast by them	% of total number of valid votes cast
91	2414090935	100.000



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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
13	4039	0.000

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Notes:**

- (i) Not voted 165100 shares
- (ii) Abstained 200700 shares

**N) Resolution 14:- Appointment of Shri S.D. Nailwal (DIN: 00008529) as a Director. (Ordinary Resolution)**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
83	2400796473	99.436

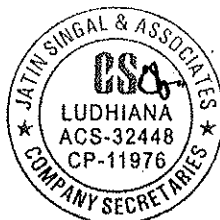
(ii) Voted **against** the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
22	13664201	0.564

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Notes: Not voted 100 shares**





O) **Resolution 15:- Appointment of Ms. Sunita Joshi (DIN: 00025720) as a Director. (Ordinary Resolution)**

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

Number of Members voted through e- voting system	Number of votes cast by them	% of total number of valid votes cast
83	2400796446	99.436

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

Number of Members voted through e- voting system	Number of votes cast by them	% of total number of valid votes cast
22	13664228	0.564

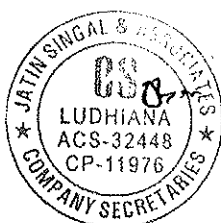
(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

P) **Resolution 16:- Re-appointment of Shri Suren Jain (DIN: 00011026) as Managing Director & Chief Financial Officer for a further period of five years from 12<sup>th</sup> January, 2015 to 11<sup>th</sup> January, 2020 (Special Resolution)**

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

Number of Members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
91	2414290994	100.000



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

Number of Members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
13	4680	0.000

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

**Notes: Not Voted 165100 shares**

# Percentage figures rounded off to last three digits.

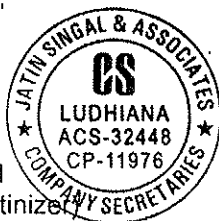
- We wish to report that in respect of certain Resolutions, certain members, have voted for part of their holding "For" the Resolution and for remaining part of their holding "against" the Resolution.
- All records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Chairman.

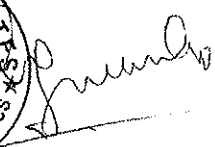
**Thanking You,**

Yours faithfully



CS Jatin Singal  
(Alternate Scrutinizer)  
C.P. No. 11976  
Membership No. ACS 32448



  
CS D.P Gupta  
(Scrutinizer)  
C.P. No. 1509  
Membership No. FCS2411

Place: WAKNAGHAT (H.P.)  
Date: 20<sup>th</sup> September, 2014

## SCRUTINIZER'S REPORT

### (Voting on Poll)

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

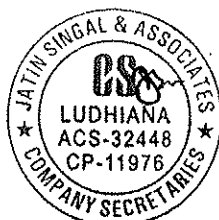
To,

The Chairman  
19<sup>th</sup> Annual General Meeting of  
Jaiprakash Power Ventures Limited  
JUIT Complex, Wagnaghat,  
P.O. Dumehar Bani,  
Kandaghat-173215, Distt. Solan (H.P.)

Dear Sir,

We, D.P Gupta (Membership Number: FCS 2411) and Shri Jatin Singal (Membership Number: ACS 32448), Practising Company Secretary have been appointed as the Scrutinizer and Alternate Scrutinizer respectively by the Board of Directors of Jaiprakash Power Ventures Limited ("the Company") pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the Voting by Poll process in a fair and transparent manner and ascertaining the requisite majority on Voting by Poll carried out as per the provisions of the Companies Act, 2013 on the below mentioned Resolution(s), We submit our Report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked Ballot Boxes were subsequently opened in our presence and in the presence of two persons as the witnesses and Poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Company and the authorizations/ proxies lodged with the Company;
3.  The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately. Or  we did not find any poll papers invalid.
4. The Shareholders holding Shares as on the "cut-off" date i.e. 19<sup>th</sup> August, 2014 were entitled to vote on the proposed Resolutions (Item no.1 to 16 as set out in the Notice dated 26<sup>th</sup> July, 2014 of 19<sup>th</sup> AGM of Jaiprakash Power Ventures Limited);
5. We have duly examined the Register of Members, specimen signatures of the members, Attendance Register and Register of Proxies;
6. We had arranged for the Polling Papers in Form No. MGT-12 and distributed them to the members/ proxies present at the Annual General Meeting;
7. We have kept the record of the Polling Papers received in response to the Poll, by initialing it;
8. We have counted the votes cast on Poll and have prepared this Report, addressed to the Chairman, stating votes in favour, against the Resolutions and invalid votes.;
9. The Result of the Poll is as under:



- A) Resolution 1:- Adoption of Balance Sheet as at 31<sup>st</sup> March, 2014, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution).

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

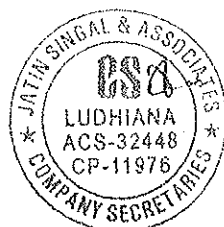
- B) Resolution 2:- Re-appointment of Shri Sunil Kumar Sharma (DIN: 00008125), who retires by rotation being eligible, offers himself for re-appointment. (Ordinary Resolution)

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

**C) Resolution 3:- Re-appointment of Shri D.P. Goyal (DIN: 00211541), who retires by rotation being eligible, offers himself for re-appointment. (Ordinary Resolution)**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
87	8575284	100.000

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

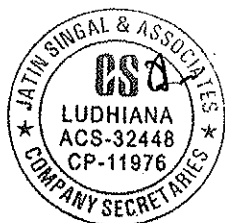
**D) Resolution 4:- Re-appointment of Shri G.P. Gaur (DIN: 00918895), who retires by rotation being eligible, offers himself for re-appointment. (Ordinary Resolution)**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

E) **Resolution 5:- Re-appointment of M/s R. Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N) as Statutory Auditors to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Second Annual General Meeting of the Company to be held in the year 2017 & Fixing their remuneration. (Ordinary Resolution)**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

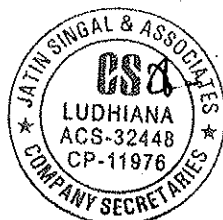
(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

F) **Resolution 6:- Ratification of the remuneration of Cost Auditors. (Ordinary Resolution)**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

G) **Resolution 7:- Appointment of Shri R.N. Bhardwaj (DIN: 01571764) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

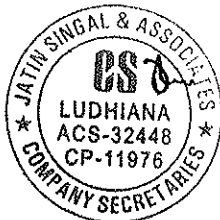
(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

H) **Resolution 8:- Appointment of Shri B.B. Tandon (DIN: 00740511) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000



(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

I) **Resolution 9:- Appointment of Shri A.K. Goswami (DIN: 02636247) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

J) **Resolution 10:- Appointment of Shri S.C. Bhargava (DIN: 00020021) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000





(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

K) Resolution 11:- Appointment of Shri S.S. Gupta (DIN: 02284265) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
87	8593314	100.000

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

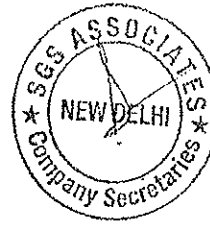
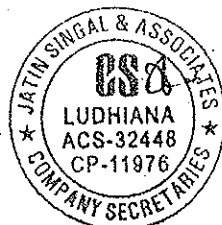
(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

L) Resolution 12:- Appointment of Dr. J.N. Gupta (DIN: 00397952) as an Independent Director of the Company for a term of three consecutive years from 20th September, 2014 to 19th September, 2017. (Ordinary Resolution)

(i)Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

M) **Resolution 13:- Re-appointment of Shri Sunil Kumar Sharma (DIN: 00008125) as Vice-Chairman & Chief Executive Officer for a further period of five years w.e.f. 12<sup>th</sup> January, 2015. (Ordinary Resolution)**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

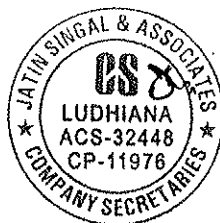
(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

N) **Resolution 14:- Appointment of Shri S.D. Nailwal (DIN: 00008529) as a Director (Ordinary Resolution):**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

O) **Resolution 15:- Appointment of Ms. Sunita Joshi (DIN: 00025720) as a Director (Ordinary Resolution):**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
88	8593434	100.000

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0

P) **Resolution 16:- Re-appointment of Shri Suren Jain (DIN: 00011026) as Managing Director & Chief Financial Officer for a further period of five years from 12<sup>th</sup> January, 2015 to 11<sup>th</sup> January, 2020 (Special Resolution)**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
83	8408235	100.000



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
0	0


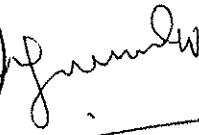
10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
11. The poll papers and other relevant records were sealed and handed over to the Chairman of the meeting/Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

CS Jatin Singal  
(Alternate Scrutinizer)  
C.P. No. 11976  
Membership No. ACS 32448

  
  
CS D.P. Gupta  
(Scrutinizer)  
C.P. No. 1509  
Membership No. FCS 2411

Place: Wagnaghat  
Date: