JAIPRAKASH ASSOCIATES LIMITED

DECLARATION OF RESULTS OF VOTING (REMOTE E-VOTING AS WELL AS VOTING BY POLL) IN RESPECT OF THE 20TH ANNUAL GENERAL **MEETING** OF THE **MEMBERS** OF **JAIPRAKASH** ASSOCIATES LIMITED HELD ON SATURDAY, 23RD SEPTEMBER 2017 AΤ 11.00 A.M. AT **JAYPEE** INSTITUTE OF **INFORMATION** TECHNOLOGY. SECTOR-128, **JAYPEE** WISH TOWN, VILLAGE SULTANPUR, NOIDA-201304, UTTAR PRADESH.

On the basis of the Reports submitted by Shri M.L. Arora, Practising Company Secretary (Membership No. FCS 319/COP-3209) as the Scrutinizer and CS Shri Milan Malik, Practising Company Secretary (Membership No. ACS 32559/COP-16614) as Alternate Scrutinizer, appointed by the Board of Directors in their Meeting held on 5th August 2017 for the purpose of Scrutinizing the remote e-voting, which started on Wednesday, 20th September 2017 (from 9.00 A.M.) to Friday, 22nd September 2017 (till 5.00 P.M.), and the Poll process, which was conducted on Saturday, 23rd September 2017 at 11.00 A.M at the 20th Annual General Meeting of the Company, in a fair and transparent manner,

I declare the Results of the voting on the Resolutions by the Members of the Company as contained in the Notice of Annual General Meeting dated 21st August 2017 as follows:

ORDINARY BUSINESS

Resolution No. 1 (Ordinary Resolution)

To receive, consider and adopt the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements consisting of the Balance Sheet as at 31st March, 2017, the statement of Profit & Loss and Cash Flow statement for the year ended on that date and the reports of the Auditors and Directors thereon.

Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements and the Audited Consolidated Financial Statements consisting of the Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the



Auditors and Directors thereon be and are hereby received, considered and adopted."

Total votes	2,43,24,56,975
Total votes cast	1,32,63,11,610
Total Invalid votes	0
Total valid votes cast	1,32,63,11,610
Total votes cast in favour of the Resolution	1,32,63,07,960
Total votes cast against the Resolution	3,650
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0%

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 Resolution)

To appoint a Director in place of Shri Ranvijay Singh (DIN 00020876), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution:

"RESOLVED THAT Shri Ranvijay Singh (DIN 00020876), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Total votes	2,43,24,56,975
Total votes cast	1,32,87,66,000
Total Invalid votes	0
Total valid votes cast	1,32,87,66,000
Total votes cast in favour of the Resolution	1,32,87,61,375
Total votes cast against the Resolution	4,625
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0%

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 Resolution)

To appoint a Director in place of Shri Pankaj Gaur (DIN 00008419), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution:

"RESOLVED THAT Shri Pankaj Gaur (DIN 00008419), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

Total votes	2,43,24,56,975
Total votes cast	1,32,87,66,000
Total Invalid votes	0
Total valid votes cast	1,32,87,66,000
Total votes cast in favour of the Resolution	1,17,50,79,331
Total votes cast against the Resolution	15,36,86,669
%age of valid votes cast in favour of the Resolution	88.43%
%age of valid votes cast against the Resolution	11.57%

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 Resolution)

To approve the appointment of M/s. Rajendra K. Goel & Co., Chartered Accountants, New Delhi (Firm Registration No. 001457N), as Statutory Auditors.

Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), M/s Rajendra K. Goel & Co., Chartered Accountants, New Delhi (Registration No.: 001457N) be and are hereby appointed as Statutory Auditors of the Company [in place of M/s M.P. Singh & Associates, Chartered Accountants, New Delhi [Registration No. 002183C) the retiring Statutory Auditors, who are not eligible to be re-appointed] to hold office from the conclusion of this Annual General Meeting until the conclusion of 25th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting, at such



remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

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Total votes	2,43,24,56,975
Total votes cast	1,32,87,66,000
Total Invalid votes	0
Total valid votes cast	1,32,87,66,000
Total votes cast in favour of the Resolution	1,32,87,61,188
Total votes cast against the Resolution	4,812
%age of valid votes cast in favour of the	100%
Resolution	
%age of valid votes cast against the Resolution	0%

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**.

SPECIAL BUSINESS

Resolution No. 5 (Ordinary Resolution)

Ratification of the Remuneration of Cost Auditor for the Financial Year 2017-18.

Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.5,35,000/- (Rupees Five lakh thirty five thousand only) (plus applicable taxes and reimbursement of out of pocket expenses) payable to M/s J. K. Kabra & Co., Cost Accountants, (Firm's Registration Number 2890) appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company, as detailed in the Explanatory Statement, for the Financial Year ending 2017-18, be and is here by ratified."



Total votes	2,43,24,56,975
Total votes cast	1,32,87,66,000
Total Invalid votes	0
Total valid votes cast	1,32,87,66,000
Total votes cast in favour of the Resolution	1,32,87,42,072
Total votes cast against the Resolution	23,928
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0%

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 (Special Resolution)

RE-APPOINTMENT OF SHRI RAJ NARAIN BHARDWAJ AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Raj Narain Bhardwaj (DIN-01571764), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."



Total votes	2,43,24,56,975
Total votes cast	1,32,73,38,000
Total Invalid votes	0
Total valid votes cast	1,32,73,38,000
Total votes cast in favour of the Resolution	1,29,84,99,993
Total votes cast against the Resolution	2,88,38,007
%age of valid votes cast in favour of the Resolution	97.83%
%age of valid votes cast against the Resolution	2.17%

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. 6 has been passed as a **Special Resolution**.

Resolution No. 7 (Special Resolution)

RE-APPOINTMENT OF Ms. HOMAI A. DARUWALLA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Homai A. Daruwalla (DIN-00365880), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."



Total votes	2,43,24,56,975
Total votes cast	1,32,87,65,675
Total Invalid votes	0
Total valid votes cast	1,32,87,65,675
Total votes cast in favour of the Resolution	1,32,64,33,953
Total votes cast against the Resolution	23,31,722
%age of valid votes cast in favour of the Resolution	99.82%
%age of valid votes cast against the Resolution	0.18%

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. 7 has been passed as a **Special Resolution**.

Resolution No. 8 (Special Resolution)

RE-APPOINTMENT OF SHRI BASANT KUMAR GOSWAMI AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Basant Kumar Goswami (DIN-00003782), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."



Total votes	2,43,24,56,975
Total votes cast	1,32,73,37,920
Total Invalid votes	0
Total valid votes cast	1,32,73,37,920
Total votes cast in favour of the Resolution	1,29,84,95,309
Total votes cast against the Resolution	2,88,42,611
%age of valid votes cast in favour of the Resolution	97.83%
%age of valid votes cast against the Resolution	2.17%

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. 8 has been passed as a **Special Resolution**.

Resolution No. 9 (Special Resolution)

RE-APPOINTMENT OF SHRI KAILASH NATH BHANDARI AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Kailash Nath Bhandari (DIN-00191219), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."



Total votes	2,43,24,56,975
Total votes cast	1,32,87,66,000
Total Invalid votes	0
Total valid votes cast	1,32,87,66,000
Total votes cast in favour of the Resolution	1,26,35,61,195
Total votes cast against the Resolution	6,52,04,805
%age of valid votes cast in favour of the Resolution	95.09%
%age of valid votes cast against the Resolution	4.91%

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. 9 has been passed as a **Special Resolution**.

Resolution No. 10 (Special Resolution)

RE-APPOINTMENT OF SHRI CHANDRA PRAKASH JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Chandra Prakash Jain (DIN-00011964), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."



Total votes	2,43,24,56,975
Total votes cast	1,32,87,66,000
Total Invalid votes	0
Total valid votes cast	1,32,87,66,000
Total votes cast in favour of the Resolution	1,32,64,34,634
Total votes cast against the Resolution	23,31,366
%age of valid votes cast in favour of the Resolution	99.82%
%age of valid votes cast against the Resolution	0.18%

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. 10 has been passed as a **Special Resolution**.

Resolution No. 11 (Special Resolution)

RE-APPOINTMENT OF SHRI SATISH CHARAN KUMAR PATNE AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Satish Charan Kumar Patne (DIN-00616104), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."



Total votes	2,43,24,56,975
Total votes cast	1,32,87,65,920
Total Invalid votes	0
Total valid votes cast	1,32,87,65,920
Total votes cast in favour of the Resolution	1,32,87,60,705
Total votes cast against the Resolution	5,215
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0%

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. 11 has been passed as a **Special Resolution**.

Resolution No. 12 (Special Resolution)

RE-APPOINTMENT OF SHRI KESHAV PRASAD RAU AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Keshav Prasad Rau (DIN-02327446), Independent Director of the Company whose period of office is liable to expire on 26th September, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 27th September, 2017 to 26th September, 2022 and whose office shall not be liable to retirement by rotation."



Total votes	2,43,24,56,975
Total votes cast	1,32,87,66,000
Total Invalid votes	0
Total valid votes cast	1,32,87,66,000
Total votes cast in favour of the Resolution	1,32,87,60,680
Total votes cast against the Resolution	5,320
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0%

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. 12 has been passed as a **Special Resolution**.

Resolution No. 13 (Special Resolution)

RE-APPOINTMENT OF SHRI TILAK RAJ KAKKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Tilak Raj Kakkar (DIN-01425589), Independent Director of the Company whose period of office is liable to expire on 11th November, 2017 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment for second term under the provisions of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years with effect from 12th November, 2017 to 11th November, 2022 and whose office shall not be liable to retirement by rotation."



Total votes	2,43,24,56,975
Total votes cast	1,32,87,66,000
Total Invalid votes	0
Total valid votes cast	1,32,87,66,000
Total votes cast in favour of the Resolution	1,32,87,60,605
Total votes cast against the Resolution	5,395
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0%

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. 13 has been passed as a **Special Resolution**.

Resolution No. 14 (Special Resolution)

RE-APPOINTMENT OF SHRI RANVIJAY SINGH, WHOLE-TIME DIRECTOR

"RESOLVED THAT pursuant to Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, (including any modification(s), or re-enactment(s) thereof as may be made from time to time) and subject to such consents and permissions, where necessary, including that of secured creditors, Central Government and other authorities / regulatory authorities, which may be agreed to by the of Directors of the Company including (Nomination Remuneration Committee or any other Committee of the Board of Directors), the approval of the Company be and is hereby accorded to the re-appointment of Shri Ranvijay Singh (DIN-00020876) as Whole-time Director of the Company for a further period of three consecutive years with effect from 14th December, 2017 to 13th December, 2020 on the remuneration and the terms & conditions mentioned in the Explanatory Statement annexed to the Notice."

"RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to such statutory approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Shri Ranvijay Singh, notwithstanding that in any financial year of the Company during his tenure of appointment as Whole-time Director, the Company has made no profits or profits are inadequate, in accordance with the provisions of the Companies Act, 2013.



"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee including relating to remuneration, as it may at its sole discretion, deem fit, from time to time provided that the remuneration is in accordance with the subsisting provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby further authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, expedient or desirable including to make necessary applications, representations to concerned authorities and to settle any question of difficulties or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this Resolution."

Total votes	2,43,24,56,975
Total votes cast	1,32,73,38,000
Total Invalid votes	0
Total valid votes cast	1,32,73,38,000
Total votes cast in favour of the Resolution	1,32,73,32,477
Total votes cast against the Resolution	5,523
%age of valid votes cast in favour of the Resolution	100%
%age of valid votes cast against the Resolution	0%

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. 14 has been passed as a **Special Resolution**.

Resolution No. 15 (Special Resolution)

RAISING OF FUNDS THROUGH QUALIFIED INSTITUTIONS PLACEMENT/ GDRs/ ADRs/ FOLLOW ON PUBLIC OFFER/ RIGHTS ISSUE/ PREFERENTIAL ISSUE ETC.

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and/ or Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment(s) thereof), the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000, as amended, and the applicable Rules, Regulations, Notifications and Circulars, if any, issued by Securities and Exchange Board of India (SEBI) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure



Requirements) Regulations, 2009, as amended (the "ICDR Regulations"). Reserve Bank of India (RBI), Govt. of India or any other Competent Authority and clarifications, if any, issued thereon from time to time by appropriate authorities, Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Regulations") and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other statutory or other authority(ies), Bank(s), Institution(s) or body(ies), as may be necessary and subject to such conditions as may be stipulated by them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company, (hereinafter referred to as the "Board", which term shall be deemed to include any duly constituted Committee thereof), the Board be and is hereby authorized to create, offer, issue and allot Equity Shares/ Securities in one or more tranches, in the course of domestic or international offerings, by way of a Qualified Institutions Placement (QIP) in terms of Chapter VIII of the ICDR Regulations, as amended from time to time and/or External Commercial Borrowings (ECBs) with rights of conversion into Equity Shares or any other mode as per Regulation 29(1)(d) of the SEBI Regulations to be subscribed to, 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 the "Investors"), whether or not such Investors are members of the Company or not (including with the provisions for reservation on firm and/ or competitive basis, of such part of issue and for such categories of persons including to employees of the Company, group/associate company(ies)/ holding company as may be permitted by the ICDR Regulations from time to time), at such time or times, at such price or prices, at discount/ premium to the market prices in such manner and on such terms and conditions including security, rate of interest etc. 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, as may be determined by the Board, at its sole discretion, at the time of such issue and allotment, considering the prevalent market conditions and other relevant factors wherever necessary, upto an aggregate of Rs.2,000 Crores (Rupees Two Thousand Crores only) in Indian Rupees or its equivalent in any foreign currency (inclusive of such premium/ discount as may be determined) and such issue and allotment be made at such time or times, in such tranche or tranches, in such currency(ies), in such manner and on such terms and conditions (including, if necessary, in relation to security on convertible debt



instruments) as may be decided and deemed appropriate by the Board in its sole discretion at the time of issue/allotment."

"RESOLVED FURTHER THAT in case of QIP, pursuant to Chapter VIII of the ICDR Regulations, the allotment of Equity Shares/Securities shall only be made to Qualified Institutional Buyers (QIBs) at a price including a discount of not more than 5% (or such discount as may be prescribed by SEBI from time to time) within the meaning of Chapter VIII of the ICDR Regulations and such Securities shall be fully paid-up and the allotment of such Equity Shares/Securities shall be completed within 12 months from the date of passing of this Resolution."

"RESOLVED FURTHER THAT subject to applicable law, in the event that equity shares are issued to QIBs by way of QIP in terms of SEBI (Issue of Capital and Disclosure Requirements) regulations, 2009, the relevant date for the purpose of pricing of the equity shares shall be the date of the meeting in which the Board or the committee thereof decides to open the QIP of equity shares."

"RESOLVED FURTHER THAT the Company and/ or any agency or body authorized by the Company, may issue receipts/ certificates representing the underlying Securities and/ or Equity Shares 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 per the domestic/ international practices, norms and regulations, and under the norms 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/ Securities 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, and all such shares shall rank pari-passu with the then existing Equity Shares in the Company in all respects including as to dividend."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution 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, appropriate or desirable for such purpose, including, without limitation, determining the form and manner of the issue, the class of investors to whom the Equity Shares/ Securities are



to be issued and allotted, number of Equity Shares/ Securities to be allotted in each tranche, issue price, face value, premium, discount on issue/conversion of securities/ exercise of warrants, rate of interest, redemption period, to appoint Lead Managers, Merchant Bankers, Global Business Coordinators, Book Runners, Underwriters, Guarantors, Financial and/ or Legal Advisors, Depositories, Custodians, Registrars, Trustees, Bankers and all other agencies, intermediaries, to enter into or execute all such agreements/ arrangements/ MOUs/ documents with any such agencies, as may be necessary to list 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 Equity Shares or 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 the aforesaid 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 Managing Director or Whole-time Director(s) or any Director(s) or any other Officer(s) of the Company or to any other person to implement the aforesaid Resolution."

Total votes	2,43,24,56,975
Total votes cast	1,32,87,61,944
Total Invalid votes	0
Total valid votes cast	1,32,87,61,944
Total votes cast in favour of the Resolution	1,13,56,19,093
Total votes cast against the Resolution	19,31,42,851
%age of valid votes cast in favour of the Resolution	85.46%
%age of valid votes cast against the Resolution	14.54%

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. 15 has been passed as a **Special Resolution**.



Based on the Consolidated Report of the Scrutinizer and Alternate Scrutinizer dated **23rd September 2017**, all Resolutions as set out in the Notice of the 20th 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. **23rd September 2017**.

The Results along with the Scrutinizer's Report shall be placed on Company's Website, www.jalindia.com and Notice Board of the Company at the Registered / Corporate Office and Delhi Office. The results shall also be placed at Website of CDSL www.cdslindia.com and the same shall be submitted to NSE & BSE.

For JAIPRAKASH ASSOCIATES LIMITED

(MANOJ GAUK)
Executive Chairman

DIN: 00008480

Place: Noida

Date: 23rd September 2017.

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and amended thereto and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015]

23rd September 2017

To.

The Chairman 20th Annual General Meeting of Equity Shareholders of Jaiprakash Associates Limited Sector-128, Noida- 201 304, U.P.

Dear Sir,

- Sub.: Consolidated Report of the Scrutinizer and Alternate Scrutinizer on remote e-voting carried out from 20th September, 2017 to 22nd September, 2017 and voting through poll conducted at the 20th Annual General Meeting of Jaiprakash Associates Limited held on Saturday, 23rd September 2017
- 1. We, CS M.L. Arora, Practising Company Secretary (Membership No. FCS 0319/COP-3209) and CS Shri Milan Malik, Practising Company Secretary (Membership No. ACS 32559/COP-16614) have been appointed as Scrutinizer and Alternate Scrutinizer respectively for the 20th Annual General Meeting ("AGM") of the Equity Shareholders of Jaiprakash Associates Limited ("JAL") held on Saturday, 23rd September 2017 at 11.00 A.M. at Jaypee Institute of Information Technology, Sector-128, Jaypee Wish Town, Village Sultanpur, Noida-201304, Uttar Pradesh for the purpose of:
 - (i) Scrutinizing the voting through remote e-voting process in a fair and transparent manner under the provisions of Section 108 of the Companies Act, 2013 ("The Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ("The Rules") and also in terms of regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, and
 - (ii) Scrutinizing the Polling process at AGM, in a fair and transparent manner under the provisions of Section 109 of the Act read with Rule 21 of the Rules,

in respect of the resolutions proposed in the Notice of AGM dated 21st August 2017 ("The Notice").



C.P. No. 16614

Page 1 of 3

- 2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by poll on the resolutions contained in the Notice of AGM of the Equity Shareholder of the Company. Our responsibility as a Scrutinizer and Alternate Scrutinizer for the remote e-voting process and for voting through poll at the AGM is restricted to making a Scrutinizer's Report of the votes cast in "Favour" or "Against" the resolutions, based on the Reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide remote e-voting facilities and voting through poll conducted at the AGM.
- 3. The shareholders of the Company holding shares as on 'cut off date' (record date) i.e. Friday, 15th September 2017 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.
- 4. In accordance with the notice of the 20th AGM sent to the Members, the remote e-voting period commenced on Wednesday, the 20th September, 2017 at 9.00 A.M. and ended on Friday, the 22nd September, 2017 at 5.00 P.M. and it was disabled for voting thereafter.
- 5. At the venue of AGM, the facility to vote through polling paper had been provided to those Members who were present in the AGM.
- 6. Two empty ballot boxes were kept for polling and were locked in our presence with due identification marks placed by us.
 - The locked ballot boxes were subsequently opened in our presence and in the presence of two persons as the witnesses and the poll paper were diligently scrutinized.
- 7. We have today issued two separate Scrutinizer's Report dated **23rd September 2017** on the remote e-voting and Polling (voting by poll) at the AGM.
- 8. The Consolidated results of remote e-voting together with that of voting by poll is enclosed as **Annexure-1**.





9. Based on the above results of voting, all the resolutions proposed in the Notice of AGM were carried out with the requisites majority.

The details regarding the voting results as per regulation 44(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure-2**.

10. The relevant records relating to remote e-voting and voting conducted by Poll Process at the Annual General Meeting is handed over to the Company Secretary authorized by the Board for safe custody.

Thanking You,

Yours faithfully

RORA

CP No. 3209

Cany Secra

(CS M.L Arora)

Scrutinizer C.P. No. 3209

Membership No. FCS0319

(CS Milan Malik) SECRE

Alternate Scrutinizer C.P. No. 16614

(Membership No. ACS 32559)

For Jaiprakash Associates Limited

(Manoj Gaur)

Executive Chairman & CEO

DIN: 00008480

Place: Noida

Date: 23rd September 2017.

Encl: As above

Annexure-I

JAIPRAKASH ASSOCIATES LIMITED

CONSOLIDATE SUMMARY OF VOTES CAST FOR AGM (DATED 23rd SEPTEMBER, 2017)

(Based on e-voting + Physical Ballot)

ý	Item		Total	Total Votes Cast	Inval	Invalid Vote	Total Valid Votes		In Favour			Against	- 1
No.	No.	nondusear	No. of Voters	No. of Shares	No. of Voters	No. of Shares	Cast	No. of	No. of Shares	ežs%	No. of	No. of Shares	ega%
			A	В	υ	Q	E=(B-D)	a.	ŭ	H=G/E%	I	D	K=J/E%
r	F-4	To receive, consider & adopt the Audited Standalone & Consolidated Financial Statements as at 31st March, 2017, along with notes and annexures thereto (O.R.).	515	1,32,63,11,610	ı	1	1,32,63,11,610	508	1,32,63,07,960	100.00%	0	3,650	0.00%
7	2	To appoint a Director in place of Shri Ranvijay Singh (DIN-00020876) who retires by rotation and, being eligible, offers himself for reappointment. (O.R.).	516	1,32,87,66,000	đ	1	1,32,87,66,000	502	1,32,87,61,375	100.00%	15	4,625	0.00%
9	3	To appoint a Director in place of Shri Pankaj Gaur (DIN-00008419) who retires by rotation and, being eligible, offers himself for reappointment. (O.R.).	516	1,32,87,66,000	ı	ŧ	1,32,87,66,000	442	1,17,50,79,331	88.43%	7.5	15,36,86,669	11.57%
4	4	To appoint M/s Rajendra K. Goel & Co., Chartered Accountants, New Delhi (Registration No.: 001457N) as Statutory Auditor. (O.R.).	516	1,32,87,66,000	ı		1,32,87,66,000	503	1,32,87,61,188	100.00%	141	4,812	0.00%
ß	10	Ratification of remuneration of the Cost Auditors for the Financial Year 2017-18. (O.R.).	516	1,32,87,66,000	E	THE PROPERTY OF THE PROPERTY O	1,32,87,66,000	503	1,32,87,42,072	100.00%	14	23,928	0.00%
9	9	Re-Appointment of Shri Raj Narain Bhardwaj as An Independent Director of the Company. (S.R.).	515	1,32,73,38,000	II	d d	1,32,73,38,000	490	1,29,84,99,993	97.83%	26	2,88,38,007	2.17%
7	7	Re-Appointment of Ms. Homai A. Daruwalla as an Independent Director of the Company. (S.R.).	515	1,32,87,65,675	1	TO THE PROPERTY OF THE PROPERT	1,32,87,65,675	496	1,32,64,33,953	99.82%	20	23,31,722	0.18%
80	8	Re-Appointment of Shri Basant Kumar Goswami as an Independent Director of the Company. (S.R.).	514	1,32,73,37,920		4	1,32,73,37,920	489	1,29,84,95,309	97.83%	26	2,88,42,611	2.17%
6	6	Re-Appointment of Shri Kailash Nath Bhandari as an Independent Director of the Company. (S.R.).	516	1,32,87,66,000		al al	1,32,87,66,000	474	1,26,35,61,195	95.09%	43	6,52,04,805	4.91%
10	10	Re-Appointment of Shri Chandra Prakash Jain as an Independent Director of the Company. (S.R.).	516	1,32,87,66,000	\$	ı	1,32,87,66,000	498	1,32,64,34,634	99.82%	19	23,31,366	0.18%
111	11	Re-Appointment of Shri Satish Charan Kumar Patne as an Independent Director of the Company. (S.R.).	515	1,32,87,65,920	Į.	1	1,32,87,65,920	200	1,32,87,60,705	100.00%	16	5,215	0.00%
12	12	Re-Appointment of Shri Keshav Prasad Rau as An Independent Director of the Company. (S.R.).	516	1,32,87,66,000		,	1,32,87,66,000	499	1,32,87,60,680	100.00%	18	5,320	0.00%
13	13	Re-Appointment of Shri Tilak Raj Kakkar as an Independent Director of the Company. (S.R.).	516	1,32,87,66,000	1	4	1,32,87,66,000	499	1,32,87,60,605	100.00%	18	5,395	0.00%
14	14	Re-Appointment of Shri Ranvijay Singh, Whole-time Director. (S.R.).	515	1,32,73,38,000		1	1,32,73,38,000	498	1,32,73,32,477	100.00%	18	5,523	0.00%
15	15	Raising of funds through Qualified Institutions Placement, GDRS / ADRS/ Follow-on Public Offer, Rights Issue/Ppeficpthal-Issue etc. (S.R.).	505	1,32,87,61,944	d.	,	1,32,87,61,944	424	1,13,56,19,093	85.46%	82	19,31,42,851	14.54%
L								100 × 100 ×	/3				

Note: Total number of rotes of the company are 243,24,56,975.

O.R. = ORDINARY RESOLUTION, S.R. = SPECIAL RESOLUTION

OPEN OF NO. 3229

JAIPRAKASH ASSOCIATES LIMITED

Results of remote e-voting and Voting by Poll at the 20th Annual General Meeting:

Date of the AGM	Saturday, September 23, 2017
Total number of shareholders on Record Date (i.e. 15.09.2017)	5.78.843
No. of shareholders present in the meeting either in person or through proving	
. (<) I = 0.00 0.00	572
Promoter and Promoter Group:	54
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoter and Promoter Group:	
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Resolution required:	uired:		Ordinary Resolution					
Whether promo	Whether promoter/ promoter group are interested in the agenda/resolution		No			The state of the s		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165	1	100.00%	
Promoter and Poll	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763	1	100.00%	
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	95,31,88,024	94,37,66,928	%10.66	94,37,66,928	Ţ	100.00%	
	E-Voting		37,88,78,634	26.65%	37,88,78,634	1	100.00%	
Public-	Poll	66,88,53,040		0.00%				
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	A.X	N.A	N.A
	Total	66,88,53,040	37,88,78,634	%59.95	37,88,78,634	•	100.00%	
	E-Voting		1,62,791	0.02%	1,59,146	3,645	%91.76%	2.24%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,03,252	S	100.00%	0.00%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	A.N	N.A	N.A
	Total	81,04,15,911	36,66,048	0.45%	36,53,398	3,650	%06'66	0.10%
	Total	2,43,24,56,975	1,32,63,11,610	54.53%	1,32,63,07,960	3,650	100:00%	0.00%



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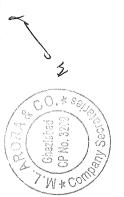


2. To appoint a Director in place of Shri Ranvijay Singh (DIN-00020876) who retires by rotation and, being eligible, offers himself for reappointment. (O.R.).

Resolution required:	ıuired:		Ordinary Resolution					
Whether prome	Whether promoter/ promoter group are interested in the agenda/resolution		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	% of Votes Polled on outstanding shares	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)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165	•	100.00%	
Promoter and	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763	1	100.00%	
Group	Postal Ballot (if applicable)		N.A	A.A	N.A	A.X	N.A	N.A
	Total	95,31,88,024	94,37,66,928	%10.66	94,37,66,928	1	100.00%	
	E-Voting		38,13,33,074	57.01%	38,13,33,074	1	100.00%	
Public-	Poll	66,88,53,040	ı	0.00%	1			
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	66,88,53,040	38,13,33,074	\$7.01%	38,13,33,074		100.00%	
	E-Voting		1,62,741	0.02%	1,58,471	4,270	97.38%	2.62%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,02,902	355	%66'66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	81,04,15,911	36,65,998	0.45%	36,61,373	4,625	99.87%	0.13%
	Total	2,43,24,56,975	1,32,87,66,000	54.63%	1,32,87,61,375	4,625	100.00%	W & B. B. W.
								/CP/



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3. To appoint a Director in place of Shri Pankaj Gaur (DIN-00008419) who retires by rotation and, being eligible, offers himself for reappointment. (O.R.).

Resolution required:	luired:		Ordinary Resolution					
Whether promo	Whether promoter/ promoter group are interested in the agenda/resolution		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165		100.00%	
Promoter and Poll	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763	The state of the s	100.00%	
Group	Postal Ballot (if applicable)		N.A	N.A	A.X	A.X	N.A	N.A
	Total	95,31,88,024	94,37,66,928	99.01%	94,37,66,928	1	100.00%	
	E-Voting		38,13,33,074	57.01%	22,76,51,258	15,36,81,816	59.70%	40.30%
Public-	Poll	66,88,53,040	•	0.00%				
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	A.N.	N.A	N.A
	Total	66,88,53,040	38,13,33,074	57.01%	22,76,51,258	15,36,81,816	29.70%	40.30%
************	E-Voting		1,62,741	0.02%	1,58,243	4,498	97.24%	2.76%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,02,902	355	%66.66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	A.A
	Total	81,04,15,911	36,65,998	0.45%	36,61,145	4,853	%28.66	0.13%
	Total	2,43,24,56,975	1,32,87,66,000	54.63%	1,17,50,79,331	15,36,86,669	88.43%	11.57%





4. To appoint M/s Rajendra K. Goel & Co., Chartered Accountants, New Delhi (Registration No.: 001457N) as Statutory Auditor. (O.R.).

Bosolution rounired:	iiiod.		D. 41.20.					
hai iloinniosavi	mear.		Ordinary Kesolution					
Whether promo	Whether promoter/ promoter group are interested in the agenda/resolution		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165	1	100.00%	
Promoter and Poli	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763	1	100.00%	
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	95,31,88,024	94,37,66,928	%10'66	94,37,66,928	•	100.00%	
	E-Voting		38,13,33,074	57.01%	38,13,33,074	1	100.00%	
Public-	Poll	66,88,53,040	L	0.00%	ŧ	•		
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	66,88,53,040	38,13,33,074	57.01%	38,13,33,074	•	100.00%	
	E-Voting		1,62,741	0.02%	1,58,314	4,427	97.28%	2.72%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,02,872	385	%66.66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	81,04,15,911	36,65,998	0.45%	36,61,186	4,812	%18.66	0.13%
	Total	2,43,24,56,975	1,32,87,66,000	54.63%	1,32,87,61,188	4,812	%00001	0.00%



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5. Ratification of remuneration of the Cost Auditors for the Financial Year 2017-18. (O.R.).

Resolution required:	quired:		Ordinary Resolution					
Whether prom	Whether promoter/ promoter group are interested in the agenda/resolution	the agenda/resolution	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165		100.00%	
Promoter and	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763	E E	100.00%	
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	A.Z	N.A	A.X
	Total	95,31,88,024	94,37,66,928	99.01%	94,37,66,928	l	100.00%	
	E-Voting		38,13,33,074	57.01%	38,13,33,074	ı	100.00%	
Public-	Poll	66,88,53,040		0.00%	T T T T T T T T T T T T T T T T T T T	1		
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	A.Z	N.A	N.A
	Total	66,88,53,040	38,13,33,074	\$7.01%	38,13,33,074	1	100.00%	
	E-Voting		1,62,741	0.02%	1,39,168	23,573	85.52%	14.48%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,02,902	355	%66.66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	81,04,15,911	36,65,998	0.45%	36,42,070	23,928	99.35%	0.65%
	Total	2,43,24,56,975	1,32,87,66,000	54.63%	1,32,87,42,072	23,928	100.00%	0.00%





6. Re-Appointment of Shri Raj Narain Bhardwaj as An Independent Director of the Company. (S.R.).

Resolution required:	uired:		Special Resolution					
Whether promo	Whether promoter/ promoter group are interested in the agenda/resolution		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165	3	100.00%	
Promoter and	Poli	95,31,88,024	89,18,45,763	93.56%	89,18,45,763	4	100.00%	
Group	Postal Ballot (if applicable)		A.N	N.A	A.X	N.A	N.A	N.A
	Total	95,31,88,024	94,37,66,928	99.01%	94,37,66,928	1	100.00%	
	E-Voting		37,99,05,074	26.80%	35,10,72,081	2,88,32,993	92.41%	7.59%
Public-	Poll	66,88,53,040		0.00%				
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	66,88,53,040	37,99,05,074	26.80%	35,10,72,081	2,88,32,993	92.41%	7.59%
	E-Voting		1,62,741	0.02%	1,58,082	4,659	97.14%	2.86%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,02,902	355	%66.66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	81,04,15,911	36,65,998	0.45%	36,60,984	5,014	%98.66	0.14%
	Total	2,43,24,56,975	1,32,73,38,000	54.57%	1,29,84,99,993	2,88,38,007	97.83%	2.17%







7. Re-Appointment of Ms. Homai A. Daruwalla as an Independent Director of the Company. (S.R.).

Resolution required:	luired:		Special Resolution					
Whether prom	Whether promoter/ promoter group are interested in the agenda/resolution		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	% of Votes Polled on outstanding shares	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)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165	F	100.00%	
Promoter and Poll	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763	ŧ	100.00%	
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	Ä.Ä	N.A	N.A
	Total	95,31,88,024	94,37,66,928	99.01%	94,37,66,928	1	100.00%	
	E-Voting		38,13,33,074	57.01%	37,90,06,406	23,26,668	99.39%	0.61%
Public-	Poll	66,88,53,040	=	0.00%	t			
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	A.M	N.A	N.A
	Total	66,88,53,040	38,13,33,074	57.01%	37,90,06,406	23,26,668	99.39%	0.61%
	E-Voting		1,62,416	0.02%	1,57,717	4,699	97.11%	2.89%
Public-Non	Poli	81,04,15,911	35,03,257	0.43%	35,02,902	355	%66.66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	81,04,15,911	36,65,673	0.45%	36,60,619	5,054	%98.66	0.14%
	Total	2,43,24,56,975	1,32,87,65,675	54.63%	1,32,64,33,953	23,31,722	99.82%	0.18%
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8. Re-Appointment of Shri Basant Kumar Goswami as an Independent Director of the Company. (S.R.).

Resolution required:	luired:		Special Resolution					
Whether prom	Whether promoter/ promoter group are interested in the agenda/resolution	he agenda/resolution	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165		100.00%	
Promoter and Poll	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763		100.00%	
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	95,31,88,024	94,37,66,928	99.01%	94,37,66,928		100.00%	
	E-Voting		37,99,05,074	%08'95	35,10,72,081	2,88,32,993	92.41%	7.59%
Public-	Poll	66,88,53,040	1	0.00%		4		
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	66,88,53,040	37,99,05,074	56.80%	35,10,72,081	2,88,32,993	%14.76	7.59%
	E-Voting		1,62,661	%70.0	1,58,428	4,233	97.40%	2.60%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	34,97,872	5,385	%58.66	0.15%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	81,04,15,911	36,65,918	0.45%	36,56,300	9,618	99.74%	0.26%
	Total	2,43,24,56,975	1,32,73,37,920	54.57%	1,29,84,95,309	2,88,42,611	97.83%	2.17%
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9. Re-Appointment of Shri Kailash Nath Bhandari as an Independent Director of the Company. (S.R.).

Resolution required:	uired:		Special Resolution					
Whether promo	Whether promoter/ promoter group are interested in the agenda/resolution	he agenda/resolution	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165		100.00%	
Promoter and Promoter	Poli	95,31,88,024	89,18,45,763	93.56%	89,18,45,763		100.00%	
Group	Postal Ballot (if applicable)		Y.N	N.A	N.A	A.X.	N.A	N.A
	Total	95,31,88,024	94,37,66,928	%10.66	94,37,66,928	3	100.00%	
	E-Voting		38,13,33,074	57.01%	31,61,33,463	6,51,99,611	82.90%	17.10%
Public-	Poli	66,88,53,040		0.00%	•			
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	66,88,53,040	38,13,33,074	57.01%	31,61,33,463	119,66,15,9	82.90%	17.10%
	E-Voting		1,62,741	0.02%	1,58,082	4,659	97.14%	2.86%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,02,722	535	%86'66	0.02%
Institutions	Postal Ballot (if applicable)		N.A	N.A	A.N.	A.X	N.A	N.A
	Total	81,04,15,911	36,65,998	0.45%	36,60,804	5,194	%98'66	0.14%
	Total	2,43,24,56,975	1,32,87,66,000	54.63%	1,26,35,61,195	6,52,04,805	25-48 80 AS.C.	45.0 4.91%



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10. Re-Appointment of Shri Chandra Prakash Jain as an Independent Director of the Company. (S.R.).

Resolution required:	uired:		Special Resolution					
Whether promo	Whether promoter/ promoter group are interested in the agenda/resolution	_	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165	3	100.00%	
Promoter and Poll	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763	T T T T T T T T T T T T T T T T T T T	100.00%	
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	A.X.	N.A	N.A
	Total	95,31,88,024	94,37,66,928	99.01%	94,37,66,928	1	100.00%	
	E-Voting		38,13,33,074	57.01%	37,90,06,406	23.26,668	99.39%	0.61%
Public-	Poll	66,88,53,040	1	0.00%	i i			
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	66,88,53,040	38,13,33,074	\$7.01%	37,90,06,406	23,26,668	99.39%	0.61%
	E-Voting		1,62,741	0.02%	1,58,428	4,313	97.35%	2.65%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,02,872	385	%66.66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	A.N	N.A	N.A
	Total	81,04,15,911	36,65,998	0.45%	36,61,300	4,698	%18.66	0.13%
	Total	2,43,24,56,975	1,32,87,66,000	54.63%	1,32,64,34,634	23,31,366	99.82%	0.18%

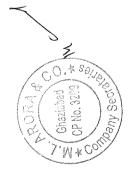




11. Re-Appointment of Shri Satish Charan Kumar Patne as an Independent Director of the Company. (S.R.).

Resolution required:	Jired:		Special Resolution					
Whether promo	Whether promoter/ promoter group are interested in the agenda/resolution		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165	1	100.00%	
Promoter and	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763		100.00%	
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	A.N.	A.X	N.A
	Total	95,31,88,024	94,37,66,928	99.01%	94,37,66,928	1	100.00%	
	E-Voting		38,13,33,074	57.01%	38,13,33,074	9	100.00%	
	Poll	66,88,53,040	3	0.00%	1	The state of the s		
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A.
	Total	66,88,53,040	38,13,33,074	\$7.01%	38,13,33,074		100.00%	
	E-Voting		1,62,661	0.02%	1,57,801	4,860	91.01%	2.99%
	Poll	81,04,15,911	35,03,257	0.43%	35,02,902	355	%66.66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	81,04,15,911	36,65,918	0.45%	36,60,703	5,215	%98.66	0.14%
	Total	2,43,24,56,975	1,32,87,65,920	54.63%	1,32,87,60,705	5,215	100.00%	0.00%



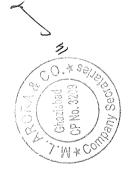


12. Re-Appointment of Shri Keshav Prasad Rau as An Independent Director of the Company. (S.R.).

Resolution required:	uired:		Special Resolution					
Whether promo	Whether promoter/ promoter group are interested in the agenda/resolution		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	$(7)=[(5)/(2)]^*10$
	E-Voting		5,19,21,165	5.45%	5,19,21,165	•	100.00%	
Promoter and Poll	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763	· · · · · · · · · · · · · · · · · · ·	100.00%	# 1 A A A A A A A A A A A A A A A A A A
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	95,31,88,024	94,37,66,928	99.01%	94,37,66,928	·	100.00%	
	E-Voting		38,13,33,074	57.01%	38,13,33,074		100.00%	
Public-	Poll	66,88,53,040		0.00%	I I			
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	66,88,53,040	38,13,33,074	27.01%	38,13,33,074		100.00%	
	E-Voting		1,62,741	0.02%	1,57,776	4,965	%56.96	3.05%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,02,902	355	%66'66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	81,04,15,911	36,65,998	0.45%	36,60,678	5,320	%58.66	0.15%
	Total	2,43,24,56,975	1,32,87,66,000	54.63%	1,32,87,60,680	5,320	100.00%	%000%



* C.P. No. 16614 31



13. Re-Appointment of Shri Tilak Raj Kakkar as an Independent Director of the Company. (S.R.).

Resolution required:	uired:		Special Resolution					
Whether promo	Whether promoter/ promoter group are interested in the agenda/resolution		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165	1	100.00%	
Promoter and Poll	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763	•	100.00%	
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	A.N.	N.A	N.A
	Total	95,31,88,024	94,37,66,928	%10.66	94,37,66,928	-	100.00%	
	E-Voting		38,13,33,074	57.01%	38,13,33,074	3	100.00%	
Public-	Poli	66,88,53,040		%00'0	-	ı		
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	66,88,53,040	38,13,33,074	57.01%	38,13,33,074	1	100.00%	
	E-Voting		1,62,741	0.02%	1,57,701	5,040	%06.96	3.10%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,02,902	355	%66.66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
-	Total	81,04,15,911	36,65,998	0.45%	36,60,603	5,395	99.85%	0.15%
	Total	2,43,24,56,975	1,32,87,66,000	54.63%	1,32,87,60,605	5,395	100.00%	0.00%







14. Re-Appointment of Shri Ranvijay Singh, Whole-time Director. (S.R.).

Resolution required:	luired:		Special Resolution					
Whether prom	Whether promoter/ promoter group are interested in the agenda/resolution		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165	•	100.00%	
Promoter and Poll	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763		100.00%	
Group	Postal Ballot (if applicable)		A.N	N.A	N.A	N.A	N.A	N.A
	Total	95,31,88,024	94,37,66,928	99.01%	94,37,66,928	r	100.00%	
	E-Voting		37,99,05,074	26.80%	37,99,05,074	-	100.00%	
Public-	Poll	66,88,53,040	•	0.00%	l	ſ		
Institutions	Postal Ballot (if applicable)	-	N.A	N.A	N.A	N.A	N.A	N.A
	Total	66,88,53,040	37,99,05,074	26.80%	37,99,05,074	-	100.00%	
	E-Voting		1,62,741	0.02%	1,57,673	5,068	%68'96	3.11%
Public-Non	Poll	81,04,15,911	35,03,257	0.43%	35,02,802	455	%66.66	0.01%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	81,04,15,911	36,65,998	0.45%	36,60,475	5,523	%58.66	0.15%
	Total	2,43,24,56,975	1,32,73,38,000	54.57%	1,32,73,32,477	5,523	100.00%	0.00%
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15. Raising of funds through Qualified Institutions Placement/ GDRS / ADRS/ Follow-on Public Offer/ Rights Issue/ Preferential Issue etc. (S.R.).

Resolution required:	luired:		Special Resolution					
Whether prom	Whether promoter/ promoter group are interested in the agenda/resolution		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*10 0	(7)=[(5)/(2)]*10 0
	E-Voting		5,19,21,165	5.45%	5,19,21,165	·	100.00%	
Promoter and	Poll	95,31,88,024	89,18,45,763	93.56%	89,18,45,763		100.00%	
Group	Postal Ballot (if applicable)		N.A	N.A	N.A	A.X	N.A	N.A
	Total	95,31,88,024	94,37,66,928	99.01%	94,37,66,928	1	100.00%	
	E-Voting		38,13,33,074	57.01%	18,82,00,848	19,31,32,226	49.35%	50.65%
Public-	Poli	66,88,53,040	-	0.00%	•	ş		
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	66,88,53,040	38,13,33,074	57.01%	18,82,00,848	19,31,32,226	49.35%	20.65%
	E-Voting		1,62,791	0.02%	1,52,951	9,840	93.96%	6.04%
Public-Non	Poll	81,04,15,911	34,99,151	0.43%	34,98,366	785	%86.66	0.02%
Institutions	Postal Ballot (if applicable)		N.A	N.A	N.A	N.A	N.A	N.A
	Total	81,04,15,911	36,61,942	0.45%	36,51,317	10,625	%12.66	0.29%
	Total	2,43,24,56,975	1,32,87,61,944	54.63%	1,13,56,19,093	19,31,42,851	85.46%	85.46% IK & A354%
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