

CONSOLIDATED SCRUTINIZERS' REPORT

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

To
The Chairman,
9th Annual General Meeting of the
Members of **Jaypee Infratech Limited**
Sector-128, Gautam Budh Nagar,
Noida- 201 304, U.P.

Sub.: Consolidated Report of the Scrutinizer and the Alternate Scrutinizer on Remote e-voting and voting through Ballot Paper/poll conducted at the 9th Annual General Meeting (AGM) of Jaypee Infratech Limited held on Friday, 30th September, 2016 at 10.30 A.M. at Jaypee Public School, Sector-128, Noida - 201304, (U.P.)

Dear Sir,

1. We, Sunita Mathur, Practicing Company Secretary (Membership No. FCS 1743, C.P. No. 741) and Anjali Yadav, Practicing Company Secretary (Membership No. FCS 6628, C.P. No. 7257) have been appointed as Scrutinizer and Alternate Scrutinizer respectively by the Board of Directors of Jaypee Infratech Limited (the Company) for the purpose of scrutinizing the voting process through:
 - (i) remote e-voting, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and
 - (ii) ballot paper/Poll at the venue of the AGM, under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, as amended.on the resolutions contained in the Notice dated 26th May, 2016 of the 9th AGM.
2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote e-voting and voting through Ballot Paper/Poll on the resolutions contained in the Notice of the AGM. Our responsibility as Scrutinizer and Alternate Scrutinizer is restricted to ensure that the voting is conducted in a fair and transparent manner, ascertaining requisite majority on the proposed resolutions and making a Scrutinizer's Report in respect of the votes cast "in Favor" or "Against" the

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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 facility and voting through ballot paper/poll conducted at the venue of the AGM.

3. In accordance with the Notice of the AGM sent to the members, the remote e-voting period commenced at 9.00 A.M. on Tuesday, 27th September, 2016 and ended at 5.00 P.M. on Thursday, 29th September, 2016 and was disabled forthwith for voting thereafter.
4. The shareholders of the Company holding shares as on the "cut-off date" i.e., Friday, 23rd September, 2016 were entitled to vote on the resolutions, as contained in the Notice of the AGM.
5. The Company had also provided facility to vote through ballot paper/poll to the members who were present at the AGM and who had not already cast their votes through remote e-voting facility.
6. After the time fixed for closing of voting through ballot paper/poll by the Chairman, two empty Ballot boxes kept for voting through ballot paper/poll were locked in our presence with due identification marks placed by us.
7. The locked ballot boxes were subsequently opened in our presence alongwith two witnesses, Shri A K Chandran, R/o 195, Aravali Apartments, Alaknanda, New Delhi- 19 and Shri T D Joshi, R/o 9235 LIG flats, Vasant Kunj, New Delhi - 70, who are not in the employment of the Company and they have signed below in confirmation of voting through ballot paper/poll. The Ballot papers were diligently scrutinized and reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and also with the authorisations/proxies lodged with the Company.



Name: Shri A K Chandran



Name: Shri T D Joshi

8. The Ballot papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. After counting votes cast by members and proxies at the AGM through ballot paper/poll, the votes cast through remote e-voting were unblocked by us in the presence of two witnesses, Shri A K Chandran, R/o 195, Aravali Apartments, Alaknanda, New Delhi- 19 and Shri T D Joshi, R/o 9235 LIG flats, Vasant Kunj, New Delhi - 70,, who are not in employment of the Company and have signed below in confirmation of voting through remote e-voting unblocked in their presence.



Name: Shri A K Chandran



Name: Shri T D Joshi



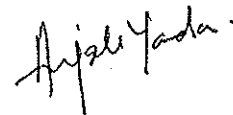
10. We have issued separate Scrutinizers' Reports dated 30th September, 2016 on voting through remote e-voting and on voting through ballot paper/poll and a Consolidated Scrutinizers' Report for both remote e-voting and voting through ballot paper/poll.
11. The results of remote e-voting together with that of voting through ballot paper/poll, are enclosed as Annexure-A to this Report.
12. It is further submitted that 6 shareholders have already cast their votes through remote e-voting and they have cast their votes through ballot paper/poll also. In view of Rule 20 of the Companies (Management & Administration) Rules 2015, we have considered their votes cast through ballot paper/poll, as Invalid.
13. Related Party abstained from voting on Resolution Nos. 2,3,4,7,8, 9, 10 and 11 of the Notice of the AGM of the Company.
14. Based on the above results of voting, all the resolutions contained in the Notice of the AGM were carried out with requisite majority.
15. The electronic data and all other relevant records relating to remote e-voting and voting through ballot paper/poll, shall remain under our safe custody until the Chairman considers, approves and signs the minutes of the 9th AGM and the same shall then be handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully



CS Sunita Mathur
(Scrutinizer)
C.P. No. 741
Membership No. FCS 1743



CS Anjali Yadav
(Alternate Scrutinizer)
C.P. No. 7257
Membership No. FCS 6628

COUNTER SIGNED BY
For JAYPEE INFRATECH LIMITED



(Manoj Gaur)
Chairman cum Managing Director
DIN: 00008480

Place: Noida
Date: 30.09.2016

Resolution 1: To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17855562	17833599	99.88	21963	0.12
Poll	113	1008547336	1	700	112	1008546636	1008546636	100	-	-
Total	211	1026402898	1	700	209	1026402198	1026380235	100	21963	0.00

Resolution 2: To appoint a Director in place of Shri Gaurav Jain (DIN: 01102024), who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)

Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17855062	17832522	99.87	22540	0.13
Poll	113	1008547336	1	700	111	1008541636	1008541636	100	-	-
Total	211	1026402898	1	700	209	1026396698	1026374158	100	22540	0.00

Resolution 3: 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. (Ordinary Resolution)

Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17855062	17832522	99.87	22540	0.13
Poll	111	1008462336	1	700	110	1008461636	1008461636	100	-	-
Total	209	1026317898	1	700	208	1026316698	1026294158	100	22540	0.00

JAYPEE INFRA TECH LIMITED
CONSOLIDATED SUMMARY OF VOTES CAST FOR THE 9TH ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2016

Resolution 4:- To appoint a Director in place of Shri Sameer Gaur (DIN: 00009496), who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)

Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17855002	2433757	13.63	15421245	86.37
Poll	111	1008501336	1	700	110	1008500636	1008500636	100	-	-
Total	209	1026356898	1	700	208	1026355638	1010934393	98.50	15421245	1.50

Resolution 5: Ratification of appointment of M/s R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N) as Statutory Auditors and to fix their remuneration. (Ordinary Resolution)

Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17855062	17832422	99.87	22640	0.13
Poll	113	1008547336	1	700	112	1008546636	1008546636	100	-	-
Total	211	1026402898	1	700	210	1026401698	1026379058	100	22640	0.00

Resolution 6: Ratification of remuneration of the Cost Auditors, M/s Jatin Sharma & Co. (Firm Registration No. 101845) (Ordinary Resolution)

Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17855062	17833047	99.88	22015	0.12
Poll	113	1008547336	1	700	111	1008546636	1008496567	99.99	50069	0.01
Total	211	1026402898	1	700	209	1026401698	1026329614	99.99	72084	0.01

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 CONSOLIDATED SUMMARY OF VOTES CAST FOR THE 9TH ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2016

Resolution 7: Approval of Related Party Transaction (Ordinary Resolution)


Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17855062	17832522	99.87	22540	0.13
Poll	110	13547336	1	700	109	13546636	13546636	100	-	-
Total	208	31402898	1	700	207	31401698	31379158	99.93	22540	0.07

Resolution 8: Re-appointment of Shri Manoj Gaur (DIN: 00008480) as Chairman cum Managing Director, being liable to retire by rotation, for a further period of five years w.e.f 07th May, 2016 to 06th May, 2021, without payment of remuneration. (Ordinary Resolution)

Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17855062	17804262	99.72	50800	0.28
Poll	112	1008502336	1	700	111	1008501636	1008501636	100	-	-
Total	210	1026357898	1	700	209	1026356698	1026305898	100	50800	0.00

Resolution 9: Re-appointment of Smt. Rekha Dixit (DIN: 00913685) as Whole-Time Director, being liable to retire by rotation, for a further period of three years w.e.f 01st June, 2016 to 31st May, 2019. (Special Resolution)

Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17820562	17797222	99.87	23340	0.13
Poll	111	1008501336	1	700	110	1008500636	1008500636	100	-	-
Total	209	1026356898	1	700	208	1026321198	1026297858	100	23340	0.00

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JAYPEE INFRA TECH LIMITED
 CONSOLIDATED SUMMARY OF VOTES CAST FOR THE 9TH ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2016

Resolution 10: Re-appointment of Shri Sachin Gaur (DIN: 00387718) as Whole-Time Director & CFO, being liable to retire by rotation, for a further period of three years w.e.f 10th September, 2016 to 09th September, 2019. (Special Resolution)

Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17825062	17802522	99.87	22540	0.13
Poll	112	1008526336	1	700	111	1008525636	1008525636	100	-	-
Total	210	1026381898	1	700	209	1026350698	1026328158	100	22540	0.00

Resolution 11: Re-appointment of Shri Sameer Gaur (DIN: 00009496) as Whole-time Director to be designated as Jt. Managing Director, being liable to retire by rotation, for a further period of one month w.e.f 01st August, 2016 to 31st August, 2016. (Special Resolution)

Mode of Voting	Total Votes Cast		Invalid Votes		Total Valid Votes		Total votes cast "in favour" of the Resolution		Total votes cast "Against" the Resolution	
	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Number of Voters	Number of Votes	Nos.	%	Nos.	%
E-voting	98	17855562	-	-	98	17838062	17815422	99.87	22640	0.13
Poll	110	1008501331	1	700	109	1008500631	1008500631	100	-	-
Total	208	1026356893	1	700	207	1026338693	1026316053	100	22640	0.00

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