

## JAYPEE INFRATECH LIMITED

### DECLARATION OF RESULTS OF E-VOTING/ VOTING BY POLL IN RESPECT OF THE 7<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF "JAYPEE INFRATECH LIMITED" HELD ON SEPTEMBER 22, 2014.

On the basis of the reports submitted by Ms. Sunita Mathur ,Practicing Company Secretary (CP No. 741) and Shri V.K Verma, Practicing Company Secretary (CP No. 10353), Alternate Scrutinizer appointed by the Board of Directors for the purpose of Scrutinizing the e-voting process, which started on 15<sup>th</sup> September, 2014 at 9.00 A.M. and ended on 17<sup>th</sup> September, 2014 at 6.00 P.M., and vote on Poll process , which was conducted on 22<sup>nd</sup> September 2014, at the 7<sup>th</sup> Annual General Meeting of the Company, 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 7<sup>th</sup> Annual General Meeting held on 22<sup>nd</sup> September, 2014, as follows:

#### Resolution No. 1 (Ordinary)

"RESOLVED THAT the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss Account for the year ended on that date and the Reports of Directors' and Auditors' thereon be and are hereby adopted."

Total votes	1388933497
Total valid votes cast	1032739192
Total votes cast in favour of the Resolution	1032611654
Total votes cast against the Resolution	127538
%age of valid votes cast in favour of the Resolution	99.99
%age of valid votes cast against the Resolution	0.01

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 Sameer Gaur (DIN: 00009496) 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	1388933497
Total valid votes cast	1032739312
Total votes cast in favour of the Resolution	1019835728
Total votes cast against the Resolution	12903584
%age of valid votes cast in favour of the Resolution	98.75
%age of valid votes cast against the Resolution	1.25

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 Sachin Gaur (DIN:00387718) 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	1388933497
Total valid votes cast	1032728302
Total votes cast in favour of the Resolution	1019824493
Total votes cast against the Resolution	12903809
%age of valid votes cast in favour of the Resolution	98.75
%age of valid votes cast against the Resolution	1.25

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 Har Prasad (DIN:00104488), 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	1388933497
Total valid votes cast	1032739202
Total votes cast in favour of the Resolution	1019836268
Total votes cast against the Resolution	12902934
%age of valid votes cast in favour of the Resolution	98.75
%age of valid votes cast against the Resolution	1.25

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) 10th Annual General Meeting (subject to ratification at every AGM) at such remuneration as may be decided by Board of Directors of the Company or Committee thereof.”

Total votes	1388933497
Total valid votes cast	1032738802
Total votes cast in favour of the Resolution	1032610964
Total votes cast against the Resolution	127838
%age of valid votes cast in favour of the Resolution	99.99
%age of valid votes cast against the Resolution	0.01

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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. 5 has been passed as an **Ordinary Resolution.**

**Resolution No. 6 (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, approval of members is given to M/s Sanjay Mehra, Cost Auditors approved by Board of Directors/Audit Committee to carry out Cost Audit of the Company for Financial Year 2014-15 on the terms and conditions as set out in the statement given pursuant to Section 102(1) annexed to this notice.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032739202</b>
Total votes cast in favour of the Resolution	<b>1032611664</b>
Total votes cast against the Resolution	<b>127538</b>
%age of valid votes cast in favour of the Resolution	<b>99.99</b>
%age of valid votes cast against the Resolution	<b>0.01</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 Shri Arun Balakrishnan (DIN: 00130241) Pursuant to the provisions of Articles of Association of the Company be appointed as Director to fill in the casual vacancy caused by resignation of Shri B.K. Taparia, whose term (being liable to retire by rotation) expires at this Annual General Meeting.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032739202</b>
Total votes cast in favour of the Resolution	<b>1019997328</b>
Total votes cast against the Resolution	<b>12741874</b>
%age of valid votes cast in favour of the Resolution	<b>98.77</b>
%age of valid votes cast against the Resolution	<b>1.23</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 Shri K P Nair (DIN:02611496) who has been appointed as Nominee Director of IDBI, be and is hereby appointed as Director of the Company, not liable to retire by rotation.”



As per the announcement made at the Annual General Meeting this Resolution was dropped as the nomination of Shri K P Nair (DIN:02611496) had been withdrawn by the IDBI after the issue of the Notice vide their letter dated 26<sup>th</sup> August, 2014.

However, the results of evoting which had taken place prior to the said withdrawal was conveyed to the shareholders is as under:

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032635392</b>
Total votes cast in favour of the Resolution	<b>1032506964</b>
Total votes cast against the Resolution	<b>128428</b>
%age of valid votes cast in favour of the Resolution	<b>99.99</b>
%age of valid votes cast against the Resolution	<b>0.01</b>

### **Resolution No. 9 (Ordinary)**

“RESOLVED THAT Shri Gaurav Jain (DIN: 01102024) who was appointed as Additional Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032737802</b>
Total votes cast in favour of the Resolution	<b>1032732916</b>
Total votes cast against the Resolution	<b>4886</b>
%age of valid votes cast in favour of the Resolution	<b>100.00</b>
%age of valid votes cast against the Resolution	<b>0.00</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 Shri Pramod Kumar Aggarwal (DIN: 06899447) who was appointed as Additional Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032737752</b>
Total votes cast in favour of the Resolution	<b>1032610214</b>
Total votes cast against the Resolution	<b>127538</b>
%age of valid votes cast in favour of the Resolution	<b>99.99</b>
%age of valid votes cast against the Resolution	<b>0.01</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. 11A (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri M J Subbaiah (DIN:00044799), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. 1st October, 2014.”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

As per the announcement made at the Annual General Meeting this Resolution was dropped as Shri M J Subbaiah (DIN:00044799) has resigned from the Board after the issue of the Notice. He has conveyed the resignation vide his letter dated 1st September, 2014.

However, the results of evoting which had taken place prior to the said withdrawal was conveyed to the shareholders is as under:

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032638382</b>
Total votes cast in favour of the Resolution	<b>1019735548</b>
Total votes cast against the Resolution	<b>12902834</b>
%age of valid votes cast in favour of the Resolution	<b>98.75</b>
%age of valid votes cast against the Resolution	<b>1.25</b>

### **Resolution No. 11 B (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri Raj Narain Bhardwaj (DIN: 01571764), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. 1<sup>st</sup> October, 2014.”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032727402</b>
Total votes cast in favour of the Resolution	<b>1019823978</b>
Total votes cast against the Resolution	<b>12903424</b>
%age of valid votes cast in favour of the Resolution	<b>98.75</b>
%age of valid votes cast against the Resolution	<b>1.25</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. 11B has been passed as an **Ordinary Resolution**.

**Resolution No. 11C (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shr B.K. Goswami (DIN:00003782), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. 1st October, 2014.”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032715052</b>
Total votes cast in favour of the Resolution	<b>1032586524</b>
Total votes cast against the Resolution	<b>128528</b>
%age of valid votes cast in favour of the Resolution	<b>99.99</b>
%age of valid votes cast against the Resolution	<b>0.01</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. 11C has been passed as an **Ordinary Resolution**.

**Resolution No. 11D (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Dr. B Samal (DIN:00007256), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. 1st October, 2014.”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032727202</b>
Total votes cast in favour of the Resolution	<b>1019823378</b>
Total votes cast against the Resolution	<b>12903824</b>
%age of valid votes cast in favour of the Resolution	<b>98.75</b>
%age of valid votes cast against the Resolution	<b>1.25</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. 11D has been passed as an **Ordinary Resolution**.

**Resolution No. 11E (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Dr. Ramesh Chandra Vaish (DIN: 01068196), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. 1<sup>st</sup> October, 2014.”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032727602</b>
Total votes cast in favour of the Resolution	<b>1019824568</b>
Total votes cast against the Resolution	<b>12903034</b>
%age of valid votes cast in favour of the Resolution	<b>98.75</b>
%age of valid votes cast against the Resolution	<b>1.25</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. 11E has been passed as an **Ordinary Resolution**.

**Resolution No. 11F (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri S Balasubramanian (DIN: 02849971), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. 1st October, 2014.”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032716202</b>
Total votes cast in favour of the Resolution	<b>1032553867</b>
Total votes cast against the Resolution	<b>162335</b>
%age of valid votes cast in favour of the Resolution	<b>99.98</b>
%age of valid votes cast against the Resolution	<b>0.02</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. 11F has been passed as an **Ordinary Resolution**.

**Resolution No. 11G (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri S.C. Gupta (DIN: 01127801), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. 1st October, 2014”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032727552</b>
Total votes cast in favour of the Resolution	<b>1032565077</b>
Total votes cast against the Resolution	<b>162475</b>
%age of valid votes cast in favour of the Resolution	<b>99.98</b>
%age of valid votes cast against the Resolution	<b>0.02</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. 11G has been passed as an **Ordinary Resolution**.

**Resolution No. 11H (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri Arun Balakrishnan (DIN: 00130241), whose period of office was liable to retire by rotation now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. 1st October, 2014.”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032716602</b>
Total votes cast in favour of the Resolution	<b>1019973738</b>
Total votes cast against the Resolution	<b>12742864</b>
%age of valid votes cast in favour of the Resolution	<b>98.77</b>
%age of valid votes cast against the Resolution	<b>1.23</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. 11H has been passed as an **Ordinary Resolution**.

**Resolution No. 11 I (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri B B Tandon (DIN: 007405111), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. 1st October, 2014.”

“RESOLVED FURTHER THAT Board of Directors be and hereby authorised to issue letter of appointment to the Independent Director according to the terms and conditions of the appointment and fix sitting fees, and do all acts & deeds as may be necessary to give effect to the above Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032727202</b>
Total votes cast in favour of the Resolution	<b>1032404007</b>
Total votes cast against the Resolution	<b>323195</b>
%age of valid votes cast in favour of the Resolution	<b>99.97</b>
%age of valid votes cast against the Resolution	<b>0.03</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 I has been passed as an **Ordinary Resolution**.

**Resolution No. 11 J (Ordinary)**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, Shri Anand Bordia (DIN:00679165), whose period of office was liable to retire by rotation, now be and is hereby designated as Independent Director of the Company for a period of five years w.e.f. 1st October, 2014.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032727202</b>
Total votes cast in favour of the Resolution	<b>1032599564</b>
Total votes cast against the Resolution	<b>127638</b>
%age of valid votes cast in favour of the Resolution	<b>99.99</b>
%age of valid votes cast against the Resolution	<b>0.01</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. 11J has been passed as an **Ordinary Resolution**.

### **Resolution No. 12**

#### **APPOINTMENT OF SHRI SAMEER GAUR (DIN:00009496) AS WHOLE-TIME DIRECTOR**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the Company be and is hereby accorded to the payment of managerial remuneration to Shri Sameer Gaur (DIN:00009496) as Whole-time Director of the Company for a period of three years w.e.f. 1st August, 2013, as set out in the annexed Statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of appointment of Shri Sameer Gaur, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however, in case, the company has no profits or its profits are inadequate, he shall be paid aforesaid remuneration as minimum remuneration.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032739202</b>
Total votes cast in favour of the Resolution	<b>1032415532</b>
Total votes cast against the Resolution	<b>323670</b>
%age of valid votes cast in favour of the Resolution	<b>99.97</b>
%age of valid votes cast against the Resolution	<b>0.03</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**

#### **APPOINTMENT OF SHRI GAURAV JAIN (DIN01102024) AS WHOLE-TIME DIRECTOR**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the Company be and is hereby accorded to the appointment of Shri Gaurav Jain (DIN: 01102024) as Whole-time Director of the Company for a period of five years w.e.f. 26th May, 2014 on such remuneration, as set out in the annexed Statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of appointment of Shri Gaurav Jain, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however, in case, the company has no profits or its profits are inadequate, he shall be paid aforesaid remuneration as minimum remuneration.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032738802</b>
Total votes cast in favour of the Resolution	<b>1032538574</b>
Total votes cast against the Resolution	<b>200228</b>
%age of valid votes cast in favour of the Resolution	<b>99.98</b>
%age of valid votes cast against the Resolution	<b>0.02</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**

#### **APPOINTMENT OF SHRI PRAMOD KUMAR AGGARWAL (DIN06899447) AS WHOLE-TIME DIRECTOR**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 the approval of the Company be and is hereby accorded to the appointment of Shri Pramod Kumar Aggarwal (DIN: 06899447) as Whole-time Director of the Company for a period of five years w.e.f. 26th May, 2014 on such remuneration, as set out in the annexed Statement.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter or vary the terms of appointment of Shri Pramod Kumar Aggarwal, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however, in case, the company has no profits or its profits are inadequate, he shall be paid aforesaid remuneration as minimum remuneration.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032739202</b>
Total votes cast in favour of the Resolution	<b>1032538974</b>
Total votes cast against the Resolution	<b>200228</b>
%age of valid votes cast in favour of the Resolution	<b>99.98</b>
%age of valid votes cast against the Resolution	<b>0.02</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**.

#### **AS SPECIAL RESOLUTIONS**

#### **15. ALTERATION IN THE ARTICLES OF THE COMPANY**

“RESOLVED THAT in pursuit to bring the existing Articles of Association of the Company in conformity with the Companies Act, 2013 and pursuant to the provisions of Section 14 and all other relevant provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft

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regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, settle any question, difficulty or doubt that may arise in this regard and give such directions, as it may, in its absolute discretion, deem expedient, desirable and necessary including delegating all or any of the powers herein conferred to any Committee of Directors or Executive Chairman or Whole-time Director or any Director(s) or any other Officer (s) of the Company, to give effect to this Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032543945</b>
Total votes cast in favour of the Resolution	<b>1032414667</b>
Total votes cast against the Resolution	<b>129278</b>
%age of valid votes cast in favour of the Resolution	<b>99.99</b>
%age of valid votes cast against the Resolution	<b>0.01</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. 15 has been passed as a **Special Resolution**.

**16. RAISING OF FUNDS THROUGH QUALIFIED INSTITUTIONS PLACEMENT (QIP)/ EXTERNAL COMMERCIAL BORROWINGS (ECBs) WITH RIGHTS OF CONVERSION INTO SHARES/ FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBs)/AMERICAN DEPOSITORY RECEIPTS (ADRs)/GLOBAL DEPOSITORY RECEIPTS (GDRs)/FOLLOWON PUBLIC OFFER (FPO)/OPTIONALLY OR COMPULSORILY CONVERTIBLE PREFERENCE SHARES (OCPS/CCPS) 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, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Deposit Receipt Mechanism) Scheme, 1993, 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, the Equity Listing Agreements (the “Listing Agreement”) entered into by the Company with the Stock Exchanges where the Company’s Equity Shares of face value of Rs.10/- each (the “Equity Shares”) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and

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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 prescribed by any of 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 Follow-on Public Offer (FPO) and/or by way of a Qualified Institutions Placement (QIP) in terms of Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time and/or Equity Shares in the form of Global Depository Receipts (GDRs), and/or American Depository Receipts (ADRs), and/ or External Commercial Borrowings(ECBs) with rights of conversion into Equity Shares, and/ or Foreign Currency Convertible Bonds (FCCBs) and/or Optionally or Compulsorily Convertible Preference Shares (OCPS/CCPS), convertible into Equity Shares of the Company with voting rights or with differential rights as to voting, dividend or otherwise in accordance with such rules and subject to such conditions as may be prescribed or any other instrument convertible into Equity Shares with voting rights or with differential voting rights as to voting, dividend or otherwise 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 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. including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of Investors, as may be determined by the Board at the time of such issue and allotment, considering the prevalent market conditions and other relevant factors wherever necessary, upto an aggregate of Rs. 3000 Crores (Rupees Three Thousand Crore only) in Indian Rupees or US\$ 500 million (whichever is more) or 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."

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032727802</b>
Total votes cast in favour of the Resolution	<b>1019824388</b>
Total votes cast against the Resolution	<b>12903414</b>
%age of valid votes cast in favour of the Resolution	<b>98.75</b>
%age of valid votes cast against the Resolution	<b>1.25</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**.

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## 17. TO MAKE INVESTMENTS IN SUBSIDIARY COMPANY

“RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, subject to such approvals, consents, sanctions and permissions, as may be necessary and all other provisions of applicable laws, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to make further investment of upto Rs.1,000 Crores (Rupees One Thousand Crores only) furtherand/or issue guarantees or security for loans or performances to or any other purpose, in one or more tranches by acquiring by subscription of Equity Shares/ Preference Shares of Jaypee Health Care Limited (JHCL), subsidiary of the Company, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, loans/ guarantees so far given by the Company alongwith the proposed investment(s) exceeds 60% of the paid-up capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is more.”

“RESOLVED FURTHER THAT the Board of Directors (or duly constituted Committee) of the Company be and is hereby authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to this Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032738802</b>
Total votes cast in favour of the Resolution	<b>1032600394</b>
Total votes cast against the Resolution	<b>138408</b>
%age of valid votes cast in favour of the Resolution	<b>99.99</b>
%age of valid votes cast against the Resolution	<b>0.01</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. 17 has been passed as a **Special Resolution**.

## 18. INCREASE IN NUMBER OF DIRECTORS

“RESOLVED THAT pursuant to the provisions of Section 149(1) and other applicable provisions, if any, of Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to increase the number of Directors on the Board of the Company to a maximum of 20 Directors.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032739202</b>
Total votes cast in favour of the Resolution	<b>1032701787</b>
Total votes cast against the Resolution	<b>37415</b>
%age of valid votes cast in favour of the Resolution	<b>100.00</b>
%age of valid votes cast against the Resolution	<b>0.00</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. 18 has been passed as a **Special Resolution**.

**19. AUTHORIZATION FOR ISSUE OF NON-CONVERTIBLE DEBENTURES BY WAY OF PRIVATE PLACEMENT**

“RESOLVED THAT pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) do make offer(s) or invitation(s) to subscribe to the secured/unsecured, redeemable, non-convertible debentures/debt securities, on private placement basis, in one or more tranches, from time to time upto an aggregate amount of Rs.500 Crores (Rupees Five Hundred Crores Only) during the period of one year from the date of passing of this Resolution, within the overall borrowing powers, under Section 180(1)(c) of the Companies Act, 2013 and such other limits as may be approved by the members from time to time.”

“RESOLVED FURTHER THAT the Board and is hereby authorized to finalize the party(ies) (not more than 200 persons in the aggregate) to whom the offer(s)/ invitation(s) is/are to be made, rate of interest including the interest/ redemption schedule and other terms and conditions of the issue etc. and to do at their absolute discretion all such acts, deeds, matters and things including issue of allotment letter/ advice/ certificates and signing of Master Creation/ Corporate Action Forms with the Depository(ies) in respect of the said secured / unsecured, redeemable, non-convertible debentures / debt securities, settle any question, difficulty or doubt that may arise in this regard, as it may, in its absolute discretion, deem expedient, desirable and necessary including to sign and submit necessary applications, undertakings, declarations, agreements and other papers, and to delegate all or any of the powers herein conferred to any Committee of Directors or Managing Director or Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do or caused to be done all such acts, deeds and other things as may be required or considered necessary or incidental thereto for giving effect to this Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032739202</b>
Total votes cast in favour of the Resolution	<b>1028370927</b>
Total votes cast against the Resolution	<b>4368275</b>
%age of valid votes cast in favour of the Resolution	<b>99.58</b>
%age of valid votes cast against the Resolution	<b>0.00</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. 19 has been passed as a **Special Resolution**.

**20. CREATION OF CHARGE / MORTGAGE ON THE MOVEABLE AND/OR IMMOVEABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE IN FAVOUR OF LENDERS**

“RESOLVED THAT in supersession of the Ordinary Resolution passed by the Postal Ballot dated 27th April, 2012, by the members and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to create mortgage and/ or charge, on such terms and conditions and at such time(s) and in such form and manner, and with such ranking as to priority as may be deemed fit, on the whole or substantially the whole of the Company’s any one or more of the undertakings or all of the undertakings, including present or future properties, whether immovable or moveable assets, comprised in any undertaking of the Company, as may be agreed to in favour of the bank(s), financial institution(s) or other body(ies) corporate(s), other entity(ies), person(s) etc. in India or abroad, hereinafter referred to as the lender(s), and/or trustees to secure borrowings upto an aggregate amount not exceeding Rs. 15,000 Crore (Rupees Fifteen Thousand Crore only) together with interest at the respective agreed rates in respect of bonds, term loans, non-convertible debentures and/ or other instrument(s) including foreign currency borrowings, to be issued in one or more tranches, to Indian/ foreign bank(s), institution(s), companies, other corporate bodies including any increase as a result of devaluation/ revaluation or fluctuation in the rates of exchange, together with interest, at the respective agreed rates, compound interest, additional interest, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and other monies covered by the aforesaid financial assistance under the respective documents, created or entered into by the Company in respect of the said debentures/ bonds/ term loans/ other instrument(s) evidencing such borrowings.”

“RESOLVED FURTHER THAT the securities/ mortgages to be created by the Company aforesaid may rank prior/ pari passu with or second / subservient/ subordinate with/ to the mortgages and/or charges already created or to be created in future by the Company and as may be agreed to between the concerned parties.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032739202</b>
Total votes cast in favour of the Resolution	<b>1032734068</b>
Total votes cast against the Resolution	<b>5136</b>
%age of valid votes cast in favour of the Resolution	<b>100.00</b>
%age of valid votes cast against the Resolution	<b>0.00</b>

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

## 21. BORROWING POWERS OF THE BOARD

“RESOLVED THAT pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, in supersession of all the earlier Resolution passed by the Postal Ballot dated 27th April, 2012, by the members in this regard under the Companies Act, 1956 (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to borrow, on behalf of the Company, any sum or sums of money, from time to time, as it may deem fit, in any manner, and without prejudice to the generality thereof, by way of term loans, non-convertible debentures, bonds, advances, credits, acceptance of deposits or otherwise in Indian rupees or any foreign currency, from any bank(s), any financial institution(s) other entity(ies), body(ies) corporate(s), person(s) etc., in India or abroad, and whether the same may be secured or unsecured, and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any respect of all, or any, of the Company’s assets and effects or properties including uncalled capital, stock-in-trade (including raw materials, stores, spares and components in stock or stock in transit), notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining undischarged at any given time, will or may exceed the aggregate of its paid-up capital and free reserves of the Company, apart from temporary loans obtained from Company’s bankers in the ordinary course of business, so however that the total amount upto which the money may be borrowed by the Board under this Resolution, shall not exceed, in the aggregate, the sum of Rs. 15,000 Crores (Rupees Fifteen Thousand Crore only) including foreign currency in equivalent rupees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to delegate to the duly constituted Committee to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time including as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

Total votes	<b>1388933497</b>
Total valid votes cast	<b>1032737148</b>
Total votes cast in favour of the Resolution	<b>1032732012</b>
Total votes cast against the Resolution	<b>5136</b>
%age of valid votes cast in favour of the Resolution	<b>100.00</b>
%age of valid votes cast against the Resolution	<b>0.00</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. 21 has been passed as a **Special Resolution**.

**By Order of the Board**

Based on the Consolidated Report of the Scrutinizer and Alternate Scrutinizer, all Resolutions as set out in the Notice of the 7<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. 22<sup>th</sup> September, 2014. The Results along with the Scrutinizer's Report shall be available on the Company's Website, [www.jaypeeinfotech.com](http://www.jaypeeinfotech.com) & on CDSL's Website.



**(MANOJ GAÜR)**  
**Chairman**

Place: Noida

Date: 22<sup>nd</sup> September, 2014