

## CONSOLIDATED SCRUTINIZERS' REPORT

To  
The Chairman of  
8<sup>th</sup> Annual General Meeting of Equity Shareholders of  
Jaypee Infratech Limited  
Sector-128, Noida- 201 304  
U.P.

Dear Sir,

**Sub. : Consolidated Report of the Scrutinizers and the Alternate Scrutinizer on Remote e-voting and voting through Ballot Paper conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015 at the 8<sup>th</sup> Annual General Meeting of Jaypee Infratech Limited held on Thursday, the 27<sup>th</sup> August, 2015 at 11.00 A.M. at Jaypee Public School, Sector-128, Noida- 201 304,(U.P.)**

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) were appointed as Scrutinizer and Alternate Scrutinizer respectively by

(i) The Board of Directors of Jaypee Infratech Limited (the Company) for the purpose of scrutinizing the voting through remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015

And

(ii) For the purpose of Scrutinizing the voting through Ballot paper at the AGM.

on the resolutions contained in the Notice dated 28<sup>th</sup> May, 2015 of the 8<sup>th</sup> Annual General Meeting of the Company, held on Thursday, the 27<sup>th</sup> August, 2015 at 11.00 A.M.

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 Ballot paper on the resolutions contained in the Notice to the 8<sup>th</sup> AGM of the members of the Company. Our responsibility as a scrutinizer and alternate scrutinizer for the remote e-voting process and for voting through ballot paper at the AGM is restricted to preparing a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated in notice of the AGM, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited (CDSL) and voting through ballot paper conducted at the AGM.

3. The Company made arrangements with CDSL for providing a system of voting by the shareholders electronically through remote e-voting.



4. The Company has also provided voting facility to the shareholders who are present at the 8<sup>th</sup> Annual General Meeting and who had not already cast their vote through remote e-voting facility to vote through Ballot paper.
5. The shareholders of the Company holding shares as on the "cut off" date i.e., Thursday, 20<sup>th</sup> August, 2015 were entitled to vote on the resolutions as contained in the notice of the 8<sup>th</sup> Annual General Meeting.
6. We have issued separate Scrutinizers' Report dated Thursday, 27<sup>th</sup> August, 2015:
  - a) on voting by Electronic means (i.e. Remote e-voting) which commenced from Monday, 24<sup>th</sup> August, 2015 (9:00 A.M.) and ended on Wednesday, 26<sup>th</sup> August, 2015 (5:00 P.M.) and;
  - b) on voting through ballot paper,
 on the resolutions contained in the notice to the 8<sup>th</sup> AGM.
7. After conclusion of voting by ballot paper at the AGM, the votes casted thereat were counted, whereafter the votes cast under remote e-voting facility were unblocked by us in the presence of two witnesses, Shri Pallav Sharma, R/o Flat No. 110B, HIG Apartment, Pocket-C, Sector-105, Noida-201304 and Shri Manish Sharma, R/o 107-A, New Mangla Puri, New Delhi - 110030 who were not in the employment of the Company.
8. As requested by the management, We submit herewith Consolidated Scrutinizers' Report on the results of remote e-voting together with that of voting by Ballot paper, stating total votes, invalid votes, votes in favour of the Resolutions (No. & %) and votes against the Resolutions (No. & %) as under:-

Item No. of Notice	Means of Voting	Total votes	Invalid votes	Valid votes	Total votes cast in favour of the Resolution		Total votes cast against the Resolutions	
					Nos.	% of valid votes cast in favour of the Resolution	Nos.	% of valid votes cast against the Resolution
Resolution No. 1(a) of the Notice (As an Ordinary Resolution)	E-voting	76	-	76	23614670	99.99%	3151	0.01%
	Poll	226	2	224	1008490567	99.99%	1036	0.01%
	Total	302	2	300	1032105237	100.00%	4187	0.00%
Resolution No. 1(b) of the Notice (As an Ordinary Resolution)	E-voting	76	-	76	23614770	99.99%	3051	0.01%
	Poll	226	2	224	1008490567	99.99%	1036	0.01%
	Total	302	2	300	1032105337	100.00%	4087	0.00%


Resolution No. 2(a) of the Notice (As an Ordinary Resolution)	E-voting Poll Total	76 226 302	- 2 2	76 224 300	2404131 1008490567 1010894698	10.18% 99.99% 97.94%	2121 3690 1036 2121 4726	89.82% 0.01% 2.06%
Resolution No. 2(b) of the Notice (As an Ordinary Resolution)	E-voting Poll Total	76 226 302	- 2 2	76 224 300	23611914 1008490567 1032102481	99.97% 99.99% 100.00%	5907 1036 6943	0.03% 0.01% 0.00%
Resolution No. 2(c) of the Notice (As an Ordinary Resolution)	E-voting Poll Total	76 228 304	- 2 2	76 226 302	23613264 1008490717 1032103981	99.99% 99.99% 100.00%	4557 1036 5593	0.02% 0.01% 0.00%
Resolution No. 3 of the Notice (As an Ordinary Resolution)	E-voting Poll Total	76 226 302	- 2 2	76 224 300	23613564 1008490567 1032104131	99.98% 99.99% 100.00%	4257 1036 5293	0.02% 0.01% 0.00%
Resolution No. 4 of the Notice (As an Ordinary Resolution)	E-voting Poll Total	76 227 303	- 2 2	76 225 301	23613313 1008490677 1032103990	99.98% 99.99% 100.00%	4508 1036 5544	0.02% 0.01% 0.00%
Resolution No. 5(a) of the Notice (As an Ordinary Resolution)	E-voting Poll Total	76 226 302	- 2 2	76 224 300	23611914 1008490567 1032102481	99.97% 99.99% 100.00%	5907 1036 6943	0.03% 0.01% 0.00%
Resolution No. 5(b) of the Notice (As an Ordinary Resolution)	E-voting Poll Total	76 226 302	- 2 2	76 224 300	23611914 1008490567 1032102481	99.97% 99.99% 100.00%	5907 1036 6943	0.03% 0.01% 0.00%
Resolution No. 6 of the Notice (As an Ordinary Resolution)	E-voting Poll Total	76 226 302	- 2 2	76 224 300	23613029 1008490567 1032103596	99.98% 99.99% 100.00%	4792 1036 5828	0.02% 0.01% 0.00%

Resolution No. 7 of the Notice (As a Special Resolution)	E-voting Poll Total	76 221 297	- 2 2	76 219 295	23611263 377649 23988912	99.97% 99.73% 99.97%	6558 1036 7594	0.03% 0.27% 0.03%
Resolution No. 8 of the Notice (As a Special Resolution)	E-voting Poll Total	76 210 286	- 2 2	76 208 284	23612614 1008489195 1032101809	99.98% 99.99% 100.00%	5207 1036 6243	0.02% 0.01% 0.00%

9. It is further submitted that 2 shareholders have already cast their votes electronically through remote e-voting and they have casted votes through ballot paper also. In view of Rule 20 of the Companies (Management & Administration) Rules 2015, we have not considered their votes casted through ballot paper as valid.
10. Related Party abstained from voting on Resolution No. 7 of the Notice of the 8<sup>th</sup> AGM of the Company.
11. The electronic data and all other relevant records relating to Remote e-voting is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider approves and signs the minutes of AGM.

**Thanking You,**

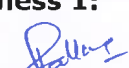
**Yours faithfully**

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

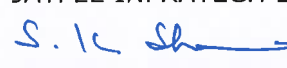


Place: Noida  
Date: 27.08.2015

**Witness 1:**

  
Shri Pallav Sharma,  
R/o Flat No. 110B,  
HIG Apartment, Pocket-C,  
Sector-105, Noida-201304

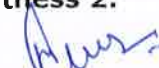
COUNTER SIGNED BY  
For JAYPEE INFRATECH LIMITED

  
(SUNIL KUMAR SHARMA)  
Chairman of the Meeting  
DIN:00008125



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

**Witness 2:**

  
Shri Manish Sharma  
R/o 107-A,  
New Mangla Puri  
New Delhi - 110030

## SCRUTINIZERS' REPORT

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement)**

To  
The Chairman of  
8<sup>th</sup> Annual General Meeting of Equity Shareholders of  
Jaypee Infratech Limited  
Sector-128, Noida- 201 304  
Uttar Pradesh

Dear Sir,

**Sub.: Report of the Scrutinizer and Alternate Scrutinizer on Remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015**

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, for the 8<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of "Jaypee Infratech Limited" held on Thursday, the 27<sup>th</sup> day of August, 2015 at 11.00 A.M. at Jaypee Public School, Sector-128, Noida- 201 304,(U.P.) for the purpose of scrutinizing the Remote e-voting process in a fair and transparent manner and ascertaining the requisite majority on Remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the resolutions referred to in this Report.

We submit our report as under:

1. The Remote e-voting remained open from Monday, 24<sup>th</sup> August, 2015 (9.00 A.M.) upto Wednesday, 26<sup>th</sup> August, 2015 (5:00 P.M.).
2. The shareholders holding shares as on the "cut off" date i.e. Thursday, 20<sup>th</sup> August, 2015 were entitled to vote on the proposed 12 (Twelve) resolutions as mentioned in the Notice of 8<sup>th</sup> AGM of Jaypee Infratech Limited (Item Number 1 to 8 of the Notice of the 8<sup>th</sup> AGM of Jaypee Infratech Limited).
3. The votes were unblocked on Thursday, 27<sup>th</sup> August, 2015 in the presence of two witnesses, Shri Pallav Sharma, R/o Flat No. 110B, HIG Apartment, Pocket-C, Sector-105, Noida-201304 and Shri Manish Sharma, R/o 107-A, New Mangla Puri, New Delhi - 110030, who are not in the employment of the Company.

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

Signatures \_\_\_\_\_

Name: Pallav Sharma

Signatures \_\_\_\_\_

Name: Manish Sharma

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

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

1) **Resolution 1(a):- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, together with the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
67	23614670	99.99%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast against
9	3151	0.01%

(iii) **Invalid Votes:**

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

2) **Resolution 1(b):- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, together with the Report of the Auditors thereon (Ordinary Resolution).**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
69	2,36,14,770	99.99%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast against
7	3051	0.01%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of invalid votes cast b them
NIL	NIL

3) **Resolution 2(a):- To appoint a Director in place of Shri Rakesh Sharma (DIN: 00009952), who retires by rotation and, being eligible, offers himself for re-appointment (Ordinary Resolution).**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
41	24,04,131	10.18%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast against
35	2,12,13,690	89.82%

(iii) **Invalid Votes:**

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

4) **Resolution 2(b):- To appoint a Director in place of Smt. Rekha Dixit (DIN: 00913685), who retires by rotation and, being eligible, offers herself for re-appointment (Ordinary Resolution).**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
64	2,36,11,914	99.97%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast against
12	5,907	0.03%

(iii) **Invalid Votes:**

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

5) **Resolution 2(c):- To appoint a Director in place of Shri Manoj Gaur (DIN: 00008480), who retires by rotation and, being eligible, offers himself for re-appointment (Ordinary Resolution).**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
64	2.36.13.264	99.98%





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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast against
12	4,557	0.02%

(iii) **Invalid Votes:**

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

**6) Resolution 3:- Ratification of the appointment of M/s R. Nagpal Associates, Chartered Accountants Statutory Auditors and fixing their remuneration (Ordinary Resolution).**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
66	2,36,13,564	99.98%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast against
10	4,257	0.02%

(iii) **Invalid Votes:**

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

7) **Resolution 4:- Re-appointment of Shri Rakesh Sharma (DIN: 00009952) as Whole-time Director (Ordinary Resolution).**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
64	2,36,13,313	99.98%

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

Number of Members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast against
12	4,508	0.02%

(iii) **Invalid Votes:**

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

8) **Resolution 5(a):- Appointment of Shri P. Uma Shankar (DIN: 00130363) as an Independent Director (Ordinary Resolution).**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
64	2,36,11,914	99.97%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast against
12	5,907	0.03%

(iii) **Invalid Votes:**

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

**9) Resolution 5(b):- Appointment of Shri Lalit Bhasin (DIN: 00002114) as an Independent Director (Ordinary Resolution)**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
64	2,36,11,914	99.97%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast against
12	5,907	0.03%

(iii) **Invalid Votes:**

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

**10) Resolution 6:- Ratification of the remuneration of Shri Sanjay Mehra, Cost Auditor (Ordinary Resolution)**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
64	2,36,13,029	99.98%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast against
12	4,792	0.02%

(iii) **Invalid Votes:**

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

**11) Resolution 7:- Approval of Related Party Transactions (Special Resolution)**

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

Number of Members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast in favour
62	2,36,11,263	99.97%

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

Number of Members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast against
14	6,558	0.03%

(iii) **Invalid Votes:**

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

**12) Resolution 8:- Approval of offer or invitation to subscribe to Non-Convertible Debentures on Private Placement basis (Special Resolution)**

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast in favour
63	2,36,12,614	99.98%

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

Number of Members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast against
13	5,207	0.02%

(iii) **Invalid Votes:**

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

- 6) The electronic data and all other relevant records relating to Remote e-voting is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider approves and signs the minutes of the AGM.

**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

Place: Noida  
Date: 27<sup>th</sup> August, 2015

COUNTER SIGNED BY  
For JAYPEE INFRA TECH LIMITED

  
(SUNIL KUMAR SHARMA)  
Chairman of the Meeting  
DIN:00008125



## SCRUTINIZERS' REPORT

To  
The Chairman of  
8<sup>th</sup> Annual General Meeting of Equity Shareholders of  
Jaypee Infratech Limited  
Sector-128, Noida- 201 304 U.P.

Dear Sir,

We, Sunita Mathur, Practicing Company Secretary (Membership Number: FCS 1743, C.P. No. 741) and Anjali Yadav, Practicing Company Secretary (Membership Number: FCS 6628, C.P. No. 7257), have been appointed as the Scrutinizer and Alternate Scrutinizer respectively for the purpose of voting through Ballot on the below mentioned resolution(s) at the 8<sup>th</sup> Annual General Meeting of the Equity Shareholders of Jaypee Infratech Limited held on 27<sup>th</sup> day of August, 2015 at 11.00 A.M. at Jaypee Public School, Sector 128, Noida-201304, U.P.

We submit our Report as under:

1. After the time fixed for closing of the voting through Ballot by the Chairman, 2 Ballot boxes kept for voting were locked in our presence with due identification marks placed by us.
2. The locked Ballot Boxes were subsequently opened in our presence and ballot papers were diligently scrutinized. The Ballot Papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agent of the Company and the authorizations/ proxies lodged with the Company;
3. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The Shareholders holding Shares as on the "cut-off" date i.e. 20<sup>th</sup> August, 2015 were entitled to vote on the proposed Resolutions (Item no.1 to 8 as set out in the Notice dated 28<sup>th</sup> May, 2015 of 8<sup>th</sup> AGM of Jaypee Infratech Limited);
5. We have duly examined the Register of Members, specimen signatures of the members, and Register of Proxies;
6. The Company had arranged for the Ballot Papers in the prescribed format and distributed them to the members/ proxies present at the Annual General Meeting;
7. We have kept the record of the Ballot Papers received in response to the Ballot, by initialing it;
8. We have counted the votes cast on Ballot and have prepared this Report, addressed to the Chairman, stating votes in favour, against the Resolutions and invalid votes;
- 8(a) Votes casted through ballot paper by 2 shareholders were considered as invalid since they had already cast their votes through remote e-voting.
- 8(b) Related Party abstained from voting in Resolution No. 7 of the Notice of the 8<sup>th</sup> Annual General Meeting.

9. The result of the Ballot is as under:

**1) Resolution 1(a):- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, together with the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution).**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
210	1,00,84,90,567	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.00%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410



2) **Resolution 1(b):- To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2015, together with the Report of the Auditors thereon (Ordinary Resolution).**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
210	1,00,84,90,567	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.00%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410

3) **Resolution 2(a):- To appoint a Director in place of Shri Rakesh Sharma (DIN: 00009952), who retires by rotation and, being eligible, offers himself for re-appointment (Ordinary Resolution).**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
210	1,00,84,90,567	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.00%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410

**4) Resolution 2(b):- To appoint a Director in place of Smt. Rekha Dixit (DIN: 00913685), who retires by rotation and, being eligible, offers herself for re-appointment (Ordinary Resolution).**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
210	1,00,84,90,567	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.00%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410

5) **Resolution 2(c):- To appoint a Director in place of Shri Manoj Gaur (DIN: 00008480), who retires by rotation and, being eligible, offers himself for re-appointment (Ordinary Resolution).**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
212	1,00,84,90,717	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.00%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410

**6) Resolution 3:- Ratification of the appointment of M/s. R. Nagpal Associates, Chartered Accountants, Statutory Auditors and fixing their remuneration (Ordinary Resolution).**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
210	1,00,84,90,567	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.00%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410

**7) Resolution 4:- Re-appointment of Shri Rakesh Sharma (DIN: 00009952) as Whole-time Director (Ordinary Resolution).**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
211	1,00,84,90,677	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.00%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410




**8) Resolution 5(a):- Appointment of Shri P. Uma Shankar (DIN: 00130363) as an Independent Director (Ordinary Resolution).**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
210	1,00,84,90,567	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.00%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410

9) **Resolution 5(b):- Appointment of Shri Lalit Bhasin (DIN: 00002114) as an Independent Director (Ordinary Resolution).**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
210	1,00,84,90,567	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.00%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410

**10) Resolution 6:- Ratification of the remuneration of Shri Sanjay Mehra, Cost Auditor (Ordinary Resolution)**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
210	1,00,84,90,567	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.00%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410

**11) Resolution 11:- Approval of Related Party Transactions (Special Resolution)**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
205	3,77,649	99.73%



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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1,036	0.27%

(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410

**12) Resolution 8:- Approval of offer or invitation to subscribe to Non-Convertible Debentures on Private Placement basis (Special Resolution)**

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast in favour
194	1,00,84,89,195	100.00%

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

Number of Members present and voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast against
14	1036	0.00%





(iii) **Invalid Votes:**

Number of Members present and voted (in person or by proxy) whose votes were declared invalid	Total numbers of invalid votes cast by them
2	410

10. The Electronic data and all other relevant records relating to remote e-voting is under our safe custody and all will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of AGM.

**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

Place: Noida  
Date: 27.08.2015

COUNTER SIGNED BY  
For JAYPEE INFRATECH LIMITED



(SUNIL KUMAR SHARMA)  
Chairman of the Meeting  
DIN: 00008125

