

CONSOLIDATED SCRUTINIZERS' REPORT

(E-voting and Vote on poll)

To,  
The Chairman  
7<sup>th</sup> Annual General Meeting of  
Jaypee Infratech Limited  
Sector 128, NOIDA- 201304, U.P

Dear Sir,

**Sub. :** Consolidated Report of the Scrutinizer and Alternate Scrutinizer on e-voting and vote on poll conducted at the 7<sup>th</sup> Annual General Meeting of Jaypee Infratech Limited held on Monday, the 22<sup>nd</sup> September, 2014 at 10.30 A.M.

1 We, Sunita Mathur, Practicing Company Secretary (Membership No FCS 1743, C P No 741) and Shri V.K Verma, Practicing Company Secretary (Membership No.FCS 1430, C P No 10353) 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 e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules)

and

(ii) For the purpose of Scrutinizing the ballot paper process, under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules.

on the resolutions contained in the notice of the 7<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, held on 22<sup>nd</sup> September, 2014 at 10.30 A.M at Jaypee Public School Sector – 128, NOIDA- 201304, U.P

2 The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 7<sup>th</sup> AGM of the members of the Company. Our responsibility as a scrutinizer and alternate scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's reports of the votes cast "in favor" or "against" the resolutions stated in notice of the AGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL) and physical ballot conducted at the AGM.

3 We have issued separate Scrutinizer's Reports on the e-voting dated September 19, 2014 and on vote through poll dated September 22, 2014, on the Resolutions contained in the notice to the AGM.

4 As requested by management, we submit herewith consolidated report on the results of e-voting together with that of vote on Poll, stating total votes, not voted /invalid votes, valid votes, votes in favour of the Resolutions (No & %) and votes cast against the Resolutions (No & %) as under:-

Item no of Notice	Total shares votes	Not voted / invalid votes	Valid votes	Total votes cast in favour of the Resolutions		Total votes cast against the Resolutions	
				Nos	% of valid votes cast in favour of the Resolution	Nos	% of valid votes cast against the Resolution
Resolution No. 1 of the Notice ( As an Ordinary Resolution)	1,032,782,294	43102	1032739192	1032611654	99.99	127538	0.01



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Resolution No. 2 of the Notice ( As an Ordinary Resolution)	1,032,782,294	42982	1032739312	1019835728	98.75	12903584	1.25
Resolution No. 3 of the Notice ( As an Ordinary Resolution)	1,032,782,294	53992	1032728302	1019824493	98.75	12903809	1.25
Resolution No. 4 of the Notice ( As an Ordinary Resolution)	1,032,782,294	43092	1032739202	1019836268	98.75	12902934	1.25
Resolution No. 5 of the Notice ( As an Ordinary Resolution)	1,032,782,294	43492	1032738802	1032610964	99.99	127838	0.01
Resolution No. 6 of the Notice ( As an Ordinary Resolution)	1,032,782,294	43092	1032739202	1032611664	99.99	127538	0.01
Resolution No. 7 of the Notice ( As an Ordinary Resolution)	1,032,782,294	43092	1032739202	1019997328	98.77	12741874	1.23

As per the announcement made at the AGM, the resolution no. 8 was dropped as the nomination of Shri K .P Nair was withdrawn by IDBI vide their letter dated 26.08.2014. Intimation was received after the issuance of the notice by the Company. However the resolution was put to vote by e-voting and the results are as below

Resolution No. 8 of the Notice ( As an Ordinary Resolution)	1032195716	0	1032195716	1032190530	100	51860	0.00
Resolution No. 9 of the Notice ( As an Ordinary Resolution)	1,032,782,294	44492	1032737802	1032732916	100	4886	0.00
Resolution No. 10 of the Notice ( As an Ordinary Resolution)	1,032,782,294	44542	1032737752	1032610214	99.99	127538	0.01

As per the announcement made at the AGM, the resolution no.11(A) was dropped as Shri M.J Subbaiah had tendered his resignation vide his letter dated 01.09.2014. intimation was received after the issuance of the notice by the Company. However the resolution was put to vote by e-voting and the results are as below

Resolution No. 11 (A) of the Notice ( As an Ordinary	1,032,195716	0	1,032,195716	1019292882	98.75	12902834	1.25
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Resolution) Resolution No 11 (B) of the Notice ( As an Ordinary Resolution)	1,032,782,294	54892	1032727402	1019823978	98.75	12903424	1.25
Resolution No 11(c ) of the Notice ( As an Ordinary Resolution)	1,032,782,294	67242	1032715052	1032586524	99.99	128528	0.01
Resolution No. 11 (D) of the Notice ( As an Ordinary Resolution)	1,032,782,294	55092	1032727202	1019823378	98.75	12903824	1.25
Resolution No 11 (E) of the Notice ( As an Ordinary Resolution)	1,032,782,294	54692	1032727602	1019824568	98.75	12903034	1.25
Resolution No 11 (F) of the Notice ( As a Ordinary Resolution)	1,032,782,294	66092	1032716202	1032553867	99.98	162335	0.02
Resolution No 11 (G) of the Notice ( As a Ordinary Resolution)	1,032,782,294	54742	1032727552	1032565077	99.98	162475	0.02
Resolution No. 11 (H) of the Notice ( As a Ordinary Resolution)	1,032,782,294	65692	1032716602	1019973738	98.77	12742864	1.23
Resolution No. 11 (I) of the Notice ( As a Ordinary Resolution)	1,032,782,294	55092	1032727202	1032404007	99.97	323195	0.03
Resolution No 11 (J) of the Notice ( As a Ordinary Resolution)	1,032,782,294	55092	1032727202	1032599564	99.99	127638	0.01
Resolution No 12 of the Notice ( As a Ordinary Resolution)	1,032,782,294	43092	1032739202	1032415532	99.97	323670	0.03
Resolution No 13 of the Notice ( As a Ordinary Resolution)	1,032,782,294	43492	1032738802	1032538574	99.98	200228	0.02
Resolution No. 14 of the Notice ( As a	1,032,782,294	43092	1032739202	1032538974	99.98	200228	0.02



Ordinary Resolution) Resolution No 15 of the Notice ( As a Special Resolution)	1,032,782,294	238349	1032543945	1032414667	99.99	129278	0.01
Resolution No 16 of the Notice ( As a Special Resolution)	1,032,782,294	54492	1032727802	1019824388	98.75	12903414	1.25
Resolution No 17 of the Notice ( As a Special Resolution)	1,032,782,294	43492	1032738802	1032600394	99.99	138408	0.01
Resolution No 18 of the Notice ( As a Special Resolution)	1,032,782,294	43092	1032739202	1032701787	100	37415	0.00
Resolution No 19 of the Notice ( As a Special Resolution)	1,032,782,294	43092	1032739202	1028370927	99.58	4368275	0.42
Resolution No 20 of the Notice ( As a Special Resolution)	1,032,782,294	43092	1032739202	1032734066	100	5136	0.00
Resolution No. 21 of the Notice ( As a Special Resolution)	1,032,782,294	45146	1032727148	1032732012	100	5136	0.00

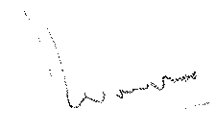
As desired by the management of the Company, we are also attaching the information as required under clause 35A of Listing Agreement in the Annexure.

Thanking You,

Yours faithfully



Ms.Sunita Mathur  
Practicing Company Secretary  
Scrutinizer  
(Membership No. 1743)



Shri V.K Verma,  
Practicing Company Secretary  
Alternate Scrutinizer  
(Membership No. 1430)



Place: NOIDA  
Date : 22.09.2014

## Resolution No. 1 : Ordinary Resolution. Adoption of Audited Balance Sheet as on 31.03.2014

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on out- standing shares (3)=[2]/(1)*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[4]/(2)*100	% of votes against on votes polled (7)=[5]/(2)*100
Promoters							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	[A]	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	20,308,484	123,242	99.40%	0.60%
B2	175,731,264	17,307,466	9.85%	17,303,170	4,296	99.98%	0.02%
	B = (B1 + B2)	393,933,497	9.58%	37,611,654	127,538	99.66%	0.34%
	Total (A + B)	1,388,933,497	74.35%	1,032,611,654	127,538	99.99%	0.01%

## Resolution No. 2 : Ordinary Resolution. Appointment of Shri Sameer Gaur as Director

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on out- standing shares (3)=[2]/(1)*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[4]/(2)*100	% of votes against on votes polled (7)=[5]/(2)*100
Promoters							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	[A]	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	7,533,188	12,898,538	36.87%	63.13%
B2	175,731,264	17,307,586	9.85%	17,302,540	5,046	99.97%	0.03%
	B = (B1 + B2)	393,933,497	9.58%	24,835,728	12,903,584	65.81%	34.19%
	Total (A + B)	1,032,739,312	74.35%	1,019,835,728	12,903,584	98.75%	1.25%



Resolution No. 3 : Ordinary Resolution.Appointment of Shri Sachin Gaur as Director

Promoter/Public	No of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
<b>Public</b>	(A)	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	7,533,188	12,898,538	36.87%	63.13%
B2	175,731,264	17,296,576	9.84%	17,291,305	5,271	99.97%	0.03%
	B = (B1 + B2)	37,728,302	9.58%	24,824,493	12,903,809	65.80%	34.20%
	Total (A + B)	1,032,728,302	74.35%	1,019,824,493	12,903,809	98.75%	1.25%

Resolution No. 4 : Ordinary Resolution.Appointment of Shri Har Prasad as Director

Promoter/Public	No of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
<b>Public</b>	(A)	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	7,533,188	12,898,538	36.87%	63.13%
B2	175,731,264	17,307,476	9.85%	17,303,050	4,396	99.97%	0.03%
	B = (B1 + B2)	37,739,202	9.58%	24,836,268	12,902,934	65.81%	34.19%
	Total (A + B)	1,032,739,202	74.35%	1,019,836,268	12,902,934	98.75%	1.25%



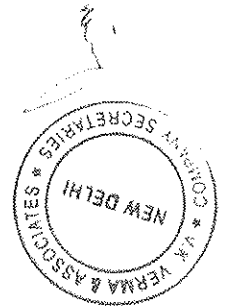
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Resolution No. 5 : Ordinary Resolution.Appointment of Statutory Auditors

Promoter/Public	No of shares held	No of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public (A)	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1 Public Institutional holders	218,202,233	20,431,726	9.36%	20,308,484	123,242	99.40%	0.60%
B2 Public - others	175,731,264	17,307,076	9.85%	17,302,480	4,596	99.97%	0.03%
B = (B1 + B2)	393,933,497	<b>37,738,802</b>	<b>9.58%</b>	37,610,964	127,838	99.66%	0.34%
Total (A + B)	1,388,933,497	1,032,738,802	<b>74.35%</b>	1,032,610,964	127,838	99.99%	0.01%

Resolution No. 6 : Ordinary Resolution.Ratification of terms of appointment of Cost Auditors

Promoter/Public	No of shares held	No of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public (A)	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1 Public Institutional holders	218,202,233	20,431,726	9.36%	20,308,484	123,242	99.40%	0.60%
B2 Public - others	175,731,264	17,307,476	9.85%	17,303,180	4,296	99.98%	0.02%
B = (B1 + B2)	393,933,497	<b>37,739,202</b>	<b>9.58%</b>	37,611,664	127,538	99.66%	0.34%
Total (A + B)	1,388,933,497	1,032,739,202	<b>74.35%</b>	1,032,611,664	127,538	99.99%	0.01%



Resolution No. 7 : Ordinary Resolution.Appointment of Shri Arun. Balakrishnan as Director

Promoters	Promoter/Public	No. of shares held	No of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	(A)	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	Public institutional holders	218,202,233	20,431,726	9.36%	7,694,148	12,737,578	37.56%	62.34%
B2	Public - others	175,731,264	17,307,476	9.85%	17,303,180	4,296	99.98%	0.02%
	<b>B = (B1 + B2)</b>	<b>393,933,497</b>	<b>37,739,202</b>	<b>9.58%</b>	<b>24,997,328</b>	<b>12,741,874</b>	<b>66.24%</b>	<b>33.76%</b>
	Total (A + B)	1,388,933,497	1,032,739,202	74.35%	1,019,997,328	12,741,874	98.77%	1.23%

Resolution No. 8 : Ordinary Resolution.Appointment of Shri K. P. Nair as Nominee Director

Promoters	Promoter/Public	No. of shares held	No of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
A	Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	(A)	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	Public institutional holders	218,202,233	20,431,726	9.36%	20,308,484	123,242	99.40%	0.60%
B2	Public - others	175,731,264	17,203,666	9.79%	17,198,480	5,186	99.97%	0.03%
	<b>B = (B1 + B2)</b>	<b>393,933,497</b>	<b>37,635,392</b>	<b>9.55%</b>	<b>37,506,964</b>	<b>128,428</b>	<b>99.66%</b>	<b>0.34%</b>
	Total (A + B)	1,388,933,497	1,032,635,392	74.35%	1,032,506,964	128,428	99.99%	0.01%





Resolution No. 9 :Ordinary Resolution.Appointment of Shri Gaurav Jain as Director

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	(A)	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	20,431,726		100.00%	0.00%
B2	175,731,264	17,306,076	9.85%	17,301,190	4,886	99.97%	0.03%
	B = (B1 + B2)	37,737,802	9.58%	37,732,916	4,886	99.99%	0.01%
	Total (A + B)	1,032,737,802	74.35%	1,032,732,916	4,886	100.00%	0.00%

Resolution No. 10 :Ordinary Resolution.Appointment of Shri Pramod Kumar Aggarwal as Director

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	(A)	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	20,308,484	123,242	99.40%	0.60%
B2	175,731,264	17,306,026	9.85%	17,301,730	4,296	99.98%	0.02%
	B = (B1 + B2)	37,737,752	9.58%	37,610,214	127,538	99.66%	0.34%
	Total (A + B)	1,032,737,752	74.35%	1,032,610,214	127,538	99.99%	0.01%



Resolution No. 11 : Ordinary Resolution.Appointment of Shri M. J. Subbaiah as Independent Director

Promoter/Public	No of shares held (1)	No of votes polled (2)	% of votes polled on out- standing shares (3)=[2]/(1)*100	No of votes - in favour (4)	No of votes - against (5)	% of votes in favour on votes polled (6)=[4]/(2)*100	% of votes against on votes polled (7)=[5]/(2)*100
<b>Promoters</b>							
A Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	995,000,000	995,000,000	100.00%			100.00%	0.00%
B1 Public Institutional holders	218,202,233	20,431,726	9.36%	7,533,188	12,898,538	36.87%	63.13%
B2 Public - others	175,731,264	17,206,656	9.79%	17,202,360	4,296	99.98%	0.02%
	B = (B1 + B2)	393,933,497	9.55%	24,735,548	12,902,834	65.72%	34.28%
	Total (A + B)	1,388,933,497	74.35%	1,019,735,548	12,902,834	98.75%	1.25%

Resolution No. 12 : Ordinary Resolution.Appointment of Shri Raj Narain Bhardwaj as Independent Director

Promoter/Public	No of shares held (1)	No of votes polled (2)	% of votes polled on out- standing shares (3)=[2]/(1)*100	No of votes - in favour (4)	No of votes - against (5)	% of votes in favour on votes polled (6)=[4]/(2)*100	% of votes against on votes polled (7)=[5]/(2)*100
<b>Promoters</b>							
A Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	995,000,000	995,000,000	100.00%			100.00%	0.00%
B1 Public Institutional holders	218,202,233	20,431,726	9.36%	7,533,188	12,898,538	36.87%	63.13%
B2 Public - others	175,731,264	17,295,676	9.84%	17,290,790	4,886	99.97%	0.03%
	B = (B1 + B2)	393,933,497	9.58%	24,823,978	12,903,424	65.80%	34.20%
	Total (A + B)	1,388,933,497	74.35%	1,019,823,978	12,903,424	98.75%	1.25%



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Resolution No. 13 : Ordinary Resolution. Appointment of Shri B. K. Goswami as Independent Director

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on out- standing shares (3)=[2]/(1)*100	No. of votes - in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[4]/(2)*100	% of votes against on votes polled (7)=[5]/(2)*100
Promoters							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	20,308,484	123,242	99.40%	0.60%
B2	175,731,264	17,283,326	9.84%	17,278,040	5,286	99.97%	0.03%
	B = [ B1 + B2]	37,715,052	9.57%	37,586,524	128,528	99.66%	0.34%
	Total [ A + B]	1,032,715,052	74.35%	1,032,586,524	128,528	99.99%	0.01%

Resolution No. 14 : Ordinary Resolution. Appointment of Dr. B. Samal as Independent Director

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on out- standing shares (3)=[2]/(1)*100	No. of votes - in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[4]/(2)*100	% of votes against on votes polled (7)=[5]/(2)*100
Promoters							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	7,533,188	12,898,538	36.87%	63.13%
B2	175,731,264	17,295,476	9.84%	17,290,190	5,286	99.97%	0.03%
	B = [ B1 + B2]	37,727,202	9.58%	24,823,378	12,903,824	65.80%	34.20%
	Total [ A + B]	1,032,727,202	74.55%	1,019,823,378	12,903,824	98.75%	1.25%



Resolution No. 15 :Ordinary Resolution.Appointment of Dr. Ramesh Chandra Vaish as Independent Director

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
<b>Public</b>	(A)	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	7,533,188	12,898,538	36.87%	63.13%
B2	175,731,264	17,295,876	9.84%	17,291,380	4,496	99.97%	0.03%
	B = (B1 + B2)	393,933,497	9.58%	24,824,568	12,903,034	65.80%	34.20%
	Total (A + B)	1,388,933,497	74.35%	1,019,824,568	12,903,034	98.75%	1.25%

Resolution No. 16 :Ordinary Resolution.Appointment of Shri S. Balasubramanian as Independent Director

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoters</b>							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
<b>Public</b>	(A)	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	20,274,187	157,539	99.23%	0.77%
B2	175,731,264	17,284,476	9.84%	17,279,680	4,796	99.97%	0.03%
	B = (B1 + B2)	393,933,497	9.57%	37,553,867	162,335	99.57%	0.43%
	Total (A + B)	1,388,933,497	74.35%	1,032,553,867	162,335	99.98%	0.02%

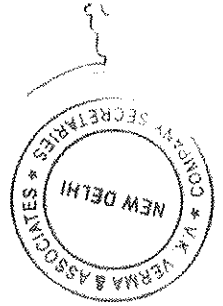


Resolution No. 17 :Ordinary Resolution.Appointment of Shri S. C. Gupta as Director as Independent Director

	Promoter/Public	No of shares held	No of votes polled	% of votes polled on out-standing shares	No of votes - in favour	No of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
<b>Promoters</b>								
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%	
<b>Public</b>								
B1	218,202,233	20,431,726	9.36%	20,274,187	157,539	99.23%	0.77%	
B2	175,731,264	17,295,826	9.84%	17,290,890	4,936	99.97%	0.03%	
	<b>B = (B1 + B2)</b>	<b>393,933,497</b>	<b>9.58%</b>	<b>37,565,077</b>	<b>162,475</b>	<b>99.57%</b>	<b>0.43%</b>	
	<b>Total (A + B)</b>	<b>1,388,933,497</b>	<b>74.35%</b>	<b>1,032,565,077</b>	<b>162,475</b>	<b>99.98%</b>	<b>0.02%</b>	

Resolution No. 18 :Ordinary Resolution.Appointment of Shri Arun Bakrishnan as Independent Director

	Promoter/Public	No of shares held	No of votes polled	% of votes polled on out-standing shares	No of votes - in favour	No of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
<b>Promoters</b>								
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%	
<b>Public</b>								
B1	218,202,233	20,431,726	9.36%	7,694,148	12,737,578	37.66%	62.34%	
B2	175,731,264	17,284,876	9.84%	17,279,590	5,286	99.97%	0.03%	
	<b>B = (B1 + B2)</b>	<b>393,933,497</b>	<b>9.57%</b>	<b>24,973,738</b>	<b>12,742,864</b>	<b>66.21%</b>	<b>33.79%</b>	
	<b>Total (A + B)</b>	<b>1,388,933,497</b>	<b>74.35%</b>	<b>1,019,973,738</b>	<b>12,742,864</b>	<b>98.77%</b>	<b>1.23%</b>	



Resolution No. 19 :Ordinary Resolution.Appointment of Shri B. E. Tandon as Independent Director

	Promoter/Public	No of shares held	No of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
<b>Promoters</b>								
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%	
<b>Public</b>	(A)	995,000,000	100.00%	995,000,000		100.00%	0.00%	
B1	218,202,233	20,431,726	9.36%	20,113,227	318,499	98.44%	1.56%	
B2	175,731,264	17,295,476	9.84%	17,290,780	4,696	99.97%	0.03%	
	<b>B = (B1 + B2)</b>	393,933,497	<b>9.58%</b>	<b>37,727,202</b>	323,195	99.14%	0.86%	
	<b>Total (A + B)</b>	1,388,933,497	<b>74.35%</b>	<b>1,032,727,202</b>	323,195	99.97%	0.03%	

Resolution No. 20 :Ordinary Resolution.Appointment of Shri Anand Bordia as Independent Director

	Promoter/Public	No of shares held	No of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
<b>Promoters</b>								
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%	
<b>Public</b>	(A)	995,000,000	100.00%	995,000,000		100.00%	0.00%	
B1	218,202,233	20,431,726	9.36%	20,308,484	123,242	99.40%	0.60%	
B2	175,731,264	17,295,476	9.84%	17,291,080	4,396	99.97%	0.03%	
	<b>B = (B1 + B2)</b>	393,933,497	<b>9.58%</b>	<b>37,599,564</b>	127,638	99.66%	0.34%	
	<b>Total (A + B)</b>	1,388,933,497	<b>74.35%</b>	<b>1,032,599,564</b>	127,638	99.99%	0.01%	



Resolution No. 21 : Ordinary Resolution. Appointment of Shri Sameer Gaur as Whole-time Director

Category	No. of shares held	Number of shares held on date of meeting	Number of shares held	Percentage held on date of meeting	Percentage held
	(1)	(2)	(4)	(3)=[2]/(1)*100	(6)=[4]/(2)*100
Promoters					
Public					
B1					
B2					
Total (A + B)					
	393,933,497	37,739,202	37,415,532	9.58%	99.14%
	1,388,933,497	1,032,738,802	1,032,415,532	74.35%	99.97%

Resolution No. 22 : Ordinary Resolution. Appointment of Shri Gaurav Jain as Whole-time Director

Category	No. of shares held	Number of shares held	Number of shares held	Percentage held on date of meeting	Percentage held
	(1)	(2)	(4)	(3)=[2]/(1)*100	(7)=[5]/(2)*100
Promoters					
Public					
B1					
B2					
Total (A + B)					
	393,933,497	17,307,076	37,538,574	9.58%	99.47%
	1,388,933,497	1,032,738,802	1,032,538,574	74.35%	99.98%



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**Resolution No. 23 : Ordinary Resolution..Appointment of Shri P. K. Aggarwal as Whole-time Director**

	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
<b>Promoters</b>								
A	Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	(A)	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	Public Institutional holders	218,202,233	20,431,726	9.36%	20,236,469	195,257	99.04%	0.96%
B2	Public - others	175,731,264	17,307,476	9.85%	17,302,505	4,971	99.97%	0.03%
	B = ( B1 + B2)	393,933,497	37,739,202	9.58%	37,538,974	200,228	99.47%	0.53%
	Total ( A + B )	1,388,933,497	1,032,739,202	74.35%	1,032,538,974	200,228	99.98%	0.02%

**Resolution No. 24 : Special Resolution..Alteration in the Articles of the Company**

	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
<b>Promoters</b>								
A	Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public	(A)	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	Public Institutional holders	218,202,233	20,236,469	9.27%	20,113,227	123,242	99.39%	0.61%
B2	Public - others	175,731,264	17,307,476	9.85%	17,301,440	6,036	99.97%	0.03%
	B = ( B1 + B2)	393,933,497	37,543,945	9.53%	37,414,667	129,278	99.66%	0.34%
	Total ( A + B )	1,388,933,497	1,032,543,945	74.34%	1,032,414,667	129,278	99.99%	0.01%



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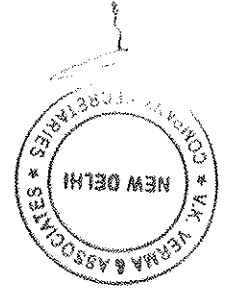


Resolution No. 25 :Special Resolution.Raising of Funds by QIP, etc

	Promoter/Public	No. of shares held (1)	No of votes polled (2)	% of votes polled on out- standing shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoters</b>								
A	Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public		995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	Public institutional holders	218,202,233	20,431,726	9.36%	7,533,188	12,898,538	36.87%	63.13%
B2	Public - others	175,731,264	17,296,076	9.84%	17,291,200	4,876	99.97%	0.03%
	B = (B1 + B2)	393,933,497	37,727,802	9.58%	24,824,388	12,903,414	65.80%	34.20%
	Total (A + B)	1,388,933,497	1,032,727,802	74.35%	1,019,824,388	12,903,414	98.75%	1.25%

Resolution No. 26 :Special Resolution.Investment in Subsidiary Company

	Promoter/Public	No. of shares held (1)	No of votes polled (2)	% of votes polled on out- standing shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoters</b>								
A	Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
Public		995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	Public institutional holders	218,202,233	20,431,726	9.36%	20,308,484	123,242	99.40%	0.60%
B2	Public - others	175,731,264	17,307,076	9.85%	17,291,910	15,166	99.91%	0.09%
	B = (B1 + B2)	393,933,497	37,738,802	9.58%	37,600,394	138,408	99.63%	0.37%
	Total (A + B)	1,388,933,497	1,032,738,802	74.35%	1,032,600,394	138,408	99.99%	0.01%



Resolution No. 27 :Special Resolution.Increase in Number of Directors

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[2]/(1)*100	(4)	(5)	(6)=[4]/(2)*100	(7)=[5]/(2)*100
<b>Promoters</b>								
A	Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
<b>Public</b>	(A)	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	Public Institutional holders	218,202,233	20,431,726	9.36%	20,410,744	20,982	99.90%	0.10%
B2	Public - others	175,731,264	17,307,476	9.85%	17,291,043	16,433	99.91%	0.09%
	B = (B1 + B2)	393,933,497	37,739,202	9.58%	37,701,787	37,415	99.90%	0.10%
	Total (A + B)	1,388,933,497	1,032,739,202	74.35%	1,032,701,787	37,415	100.00%	0.00%

Resolution No. 28 :Special Resolution.Authorisation for issue of Non-Convertible Debentures by way of Pvt. Placement

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[2]/(1)*100	(4)	(5)	(6)=[4]/(2)*100	(7)=[5]/(2)*100
<b>Promoters</b>								
A	Promoter and Promoter Group	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
<b>Public</b>	(A)	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	Public Institutional holders	218,202,233	20,431,726	9.36%	16,068,884	4,362,842	78.65%	21.35%
B2	Public - others	175,731,264	17,307,476	9.85%	17,302,043	5,433	99.97%	0.03%
	B = (B1 + B2)	393,933,497	37,739,202	9.58%	33,370,927	4,368,275	88.43%	11.57%
	Total (A + B)	1,388,933,497	1,032,739,202	74.35%	1,028,370,927	4,368,275	99.58%	0.42%



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Resolution No. 29 :Special Resolution.Creation of Charge/Mortgage on moveable and/or immovable property

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[2]/(1)*100	(4)	(5)	(6)=[4]/(2)*100	(7)=[5]/(2)*100
<b>Promoters</b>							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
<b>Public</b>	(A)	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	20,431,726		100.00%	0.00%
B2	175,731,264	17,307,476	9.85%	17,302,340	5,136	99.97%	0.03%
	B = [B1 + B2]	37,739,202	9.58%	37,734,066	5,136	99.99%	0.01%
	Total (A + B)	1,032,739,202	74.35%	1,032,734,066	5,136	100.00%	0.00%

Resolution No. 30 :Special Resolution.Borrowing Powers of the Board

Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[2]/(1)*100	(4)	(5)	(6)=[4]/(2)*100	(7)=[5]/(2)*100
<b>Promoters</b>							
A	995,000,000	995,000,000	100.00%	995,000,000		100.00%	0.00%
<b>Public</b>	(A)	995,000,000	100.00%	995,000,000		100.00%	0.00%
B1	218,202,233	20,431,726	9.36%	20,431,726		100.00%	0.00%
B2	175,731,264	17,305,422	9.85%	17,300,286	5,136	99.97%	0.03%
	B = [B1 + B2]	37,737,148	9.58%	37,732,012	5,136	99.99%	0.01%
	Total (A + B)	1,032,737,148	74.35%	1,032,732,012	5,136	100.00%	0.00%



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**Scrutinizer's Report**  
**[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rule, 2014 and clause 35B of the Listing agreement]**

To  
The Chairman  
Jaypee Infratech Limited  
Sector 128, Noida 201304  
Uttar Pradesh

Dear Sir,

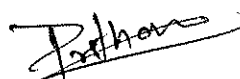
**Sub. : Report of the Scrutinizer and Alternate Scrutinizer on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013("the Act")read with Rule 20 of the Companies(Management and Administration)Rule, 2014**

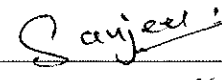
We, Sunita Mathur ,Practicing Company Secretary(Membership No.FCS 1743)and Shri V.K Verma, Practicing Company Secretary (Membership No.FCS 1430) have been appointed as Scrutinizer and Alternate Scrutinizer respectively, for the 7<sup>th</sup> Annual General Meeting of the Equity Shareholders of " Jaypee Infratech Limited" ("Company")to be held on Monday, the 22<sup>nd</sup> of September, 2014 at 10.30 A.M. at Jaypee Public School, Sector-128, Noida-201304,(U.P.)for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per provisions of the Companies Act 2013 and Rule 20(3)(xi) of the Company (Management and Administration )Rule,2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e-voting remained open from 9.00 A.M. on 15<sup>th</sup> September, 2014 to 6.00 P.M. on 17<sup>th</sup> September, 2014
2. The Shareholders holding shares on "cut-off" date i.e. 14<sup>th</sup> August, 2014 were entitled to vote on the proposed 21(Twenty one)Resolutions ( Item No. 1 to 21) as set out in the Notice of the 7<sup>th</sup> Annual General Meeting of Jaypee Infratech Limited
3. The votes were unblocked on 19<sup>th</sup> September, 2014 in the presence of two witness Shri Pratham Malhotra.....R/o D-87 Nihal Vihar, Nangla, N.D. 41 and Shri Sanjeev Kumar.....R/o of 25, Friends Enclave, Noida, who are not in the employment of the Company.

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

Signature   
Name Pratham Malhotra

Signature   
Name Sanjeev Kumar



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

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

**1. Resolution 1:- Adoption of Balance sheet and statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2014 along with the notes annexed to or forming part of said document and reports of the Board of Directors and Auditors thereon.**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,191,420	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	4,296	0.00%

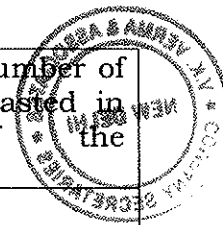
iii. **Invalid votes** :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

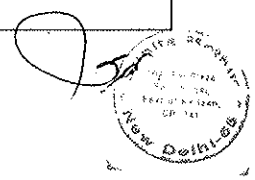
**2. Resolution 2:- Re-appointment of Shri Sameer Gaur (DIN: 00009496), who retires by rotation (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,019,292,132	98.75%



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ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	12,903,584	1.25%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**3. Resolution 3:- Re-appointment of Shri Sachin Gaur (DIN: 00387718), who retires by rotation (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,019,291,907	98.75%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	12,903,809	1.25%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil



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**4. Resolution 4: Re-appointment of Shri Har Prasad (DIN: 00104488), who retires by rotation (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,019,292,782	98.75%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	12,902,934	1.25%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**5. Resolution 5: Appointment of M/s. R. Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N) as Statutory Auditors till the conclusion of 10<sup>th</sup> Annual General Meeting & Fixing their Remuneration (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,191,120	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	4,596	0.00%



iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**6. Resolution 6:- Ratification of the Appointment of the Cost Auditor (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,191,420	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	4,296	0.00%

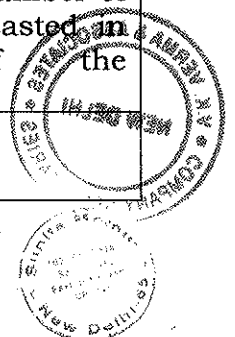
iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**7. Resolution 7:- Appointment of Shri Arun Balakrishnan (DIN: 00130241) as Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,019,453,842	98.77%





ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	12,741,874	1.23%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**8. Resolution 8:- Appointment of Shri K P Nair(DIN: 02611496) as Nominee Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

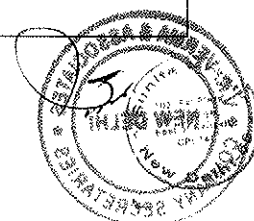
Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,190,530	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	5,186	0.00%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil



**9. Resolution 9:- Appointment of Shri Gaurav Jain (DIN: 01102024) as Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,190,830	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	4,886	0.00%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

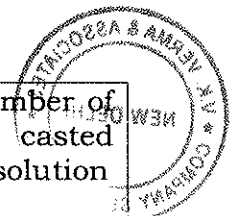
**10. Resolution 10:- Appointment of Shri Pramod Kumar Aggarwal (DIN: 06899447) as Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,191,420	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	4,296	0.00%



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iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**11. Resolution 11(A):- Appointment of Shri M J Subbaiah (DIN: 00044799) as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,019,292,882	98.75%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	12,902,834	1.25%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

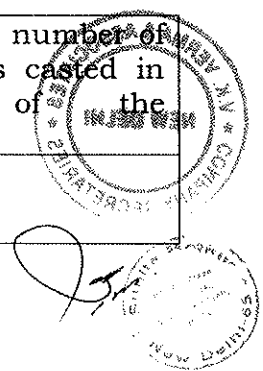
**12. Resolution 11(B): Appointment of Shri Raj Narain Bhardwaj (DIN: 01571764) as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,019,292,292	98.75%



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ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	12,903,424	1.25%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**13. Resolution 11(C):Appointment of Shri B.K. Goswami (DIN: 00003782) as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,190,430	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	5,286	0.00%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil



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**14. Resolution 11(D): Appointment of Dr.B Samal (DIN: 00007256) as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,019,291,892	<b>98.75%</b>

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	12,903,824	<b>1.25%</b>

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

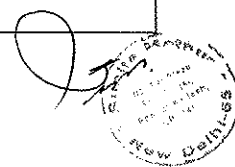
**15. Resolution 11(E): Appointment of Dr.Ramesh Chandra Vaish(DIN: 01068196) as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,019,292,682	<b>98.75%</b>

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	12,903,034	<b>1.25%</b>



iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**16. Resolution 11(F): Appointment of Shri S Balasubramanian(DIN: 02849971) as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,156,623	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	39,093	0.00%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**17. Resolution 11(G): Appointment of Shri S.C. Gupta(DIN: 01127801) as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,156,433	100.00%



ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	39,233	0.00%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**18. Resolution 11(H): Appointment of Shri Arun Balakrishnan (DIN: 00130241) as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,019,452,852	98.77%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	12,742,864	1.23%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil



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**19. Resolution 11(I): Appointment of Shri B.B. Tandon (DIN: 00740511) as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,031,995,763	99.98%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	199,953	0.02%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**20. Resolution 11(J): Appointment of Shri Anand Bordia(DIN: 00679165) as an Independent Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

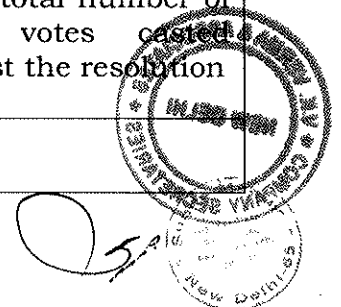
Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,191,320	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	4,396	0.00%



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iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**21. Resolution 12: Appointment of Shri Sameer Gaur (DIN: 00009496) as Whole-Time Director of the Company (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,031,995,288	99.98%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	200,428	0.02%

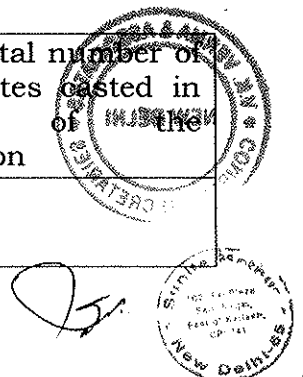
iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**22. Resolution 13: Appointment of Shri Gaurav Jain (DIN: 01102024) as Whole-time Director of the Company for a period of Five years (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,031,995,488	99.98%



ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	200,228	0.02%

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**23. Resolution 14: Appointment of Shri Pramod Kumar Aggarwal(DIN: 06899447) as Whole-time Director of the Company for a period of Five years (Ordinary Resolution):**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,031,995,488	99.98%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	200,228	0.02%

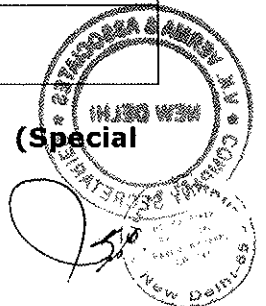
iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**24. Resolution 15: Alteration in the Articles of the Company (Special Resolution):**



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i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,031,994,423	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	6,036	0.00%

iii. **Invalid votes** :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

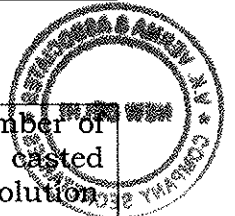
**25. Resolution 16: Raising of Funds through Qualified institutions Placement (QIP)/ External Commercial Borrowings (ECBs) with rights of Conversion into Shares/ Foreign Currency Convertible Bonds (FCCBs)/American Depository Receipts (ADRs)/Global Depository Receipts (GDRs)/Follow-on Public Offer (FPO)/Optionally or Compulsorily Convertible Preference Shares (OCPS/CCPS) etc:**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,019,292,307	98.75%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	12,903,409	1.25%



iii. **Invalid votes**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**26. Resolution 17: To make Investments in Subsidiary Company:**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,180,555	<b>100.00%</b>

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	15,161	<b>0.00%</b>

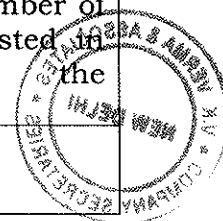
iii. **Invalid votes** :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**27. Resolution 18: Increase in number of Directors:**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,158,923	<b>100.00%</b>



ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	36,793	0.00%

iii. **Invalid votes** :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

**28. Resolution 19: Authorization for Issue of Non-Convertible debentures by way of Private Placement:**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,027,827,663	99.58%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	4,368,053	0.42%

iii. **Invalid votes** :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil



**29. Resolution 20: Creation of Charge/Mortgage on the moveable and/or Immoveable properties of the Company, both present and future in favour of Lenders:**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,190,580	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	5,136	0.00%

iii. **Invalid votes** :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

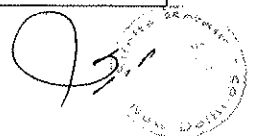
**30. Resolution 21: Borrowing Powers of the Board:**

i. Voted in **favour** of the resolution :

Number of Members voted through e-voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted in favour of the resolution
71	1,032,190,580	100.00%

ii. Voted **against** the resolution :

Number of Members voted through e-voting system	Number of votes casted against the resolution	% of total number of valid votes casted against the resolution
71	5,136	0.00%



iii. **Invalid votes :**


Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

6. The register, all other papers and relevant records relating to electronics voting will remain in our safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and thereafter the same would be handed over to the company secretary for safe keeping .

Thanking You



Ms.Sunita Mathur  
Practicing Company Secretary  
Scrutinizer  
(Membership No. 1743)



Shri V.K Verma,  
Practicing Company Secretary  
Alternate Scrutinizer  
(Membership No. 1430)

Place: NOIDA  
Date : 19.09.2014



## SCRUTINIZER'S REPORT

### (Voting on Poll)

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014)

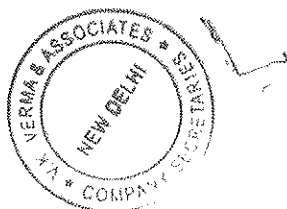
To,

The Chairman  
7<sup>th</sup> Annual General Meeting of  
Equity Shareholders of  
Jaypee Infratech Limited  
Held at 10.30 A.M at Jaypee Public School,  
Sector 128, NOIDA- 201304 U.P

Dear Sir,

We, Sunita Mathur ,Practicing Company Secretary(Membership No.FCS 1743, C.P No. 741)and Shri V.K Verma, Practicing Company Secretary (Membership No.FCS 1430, C.P.No. 10353) have been appointed as the Scrutinizer and Alternate Scrutinizer respectively by the Board of Directors of Jaypee Infratech Limited ("the Company") pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the Voting by Poll process in a fair and transparent manner and ascertaining the requisite majority on Voting by Poll carried out as per the provisions of the Companies Act, 2013 on the below mentioned Resolution(s), We submit our Report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked Ballot Box was subsequently opened in our presence and in the presence of two persons as the witnesses and Poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Company and the authorization/ proxies lodged with the Company;
3. The poll paper, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately. Or we did not find any poll papers invalid.
4. The Shareholders holding Shares as on the "cut-off" date i.e. 14<sup>th</sup> August, 2014 were entitled to vote on the proposed Resolutions (Item no.1 to 21as set out in the Notice dated 26<sup>th</sup> July, 2014 of 7<sup>th</sup> AGM of Jaypee Infratech Limited);
5. We have duly examined the Register of Members, specimen signatures of the members, Attendance Register and Register of Proxies;
6. We had arranged for the Polling Papers in Form No. MGT-12 and distributed them to the members/ proxies present at the Annual General Meeting;
7. We have kept the record of the Polling Papers received in response to the Poll, by initialing it.





8. We have counted the votes cast on Poll and have prepared this Report, addressed to the Chairman, stating votes in favour, against the Resolutions and invalid votes.
9. The Result of the poll is as under.

**A. Resolution No. 1- Adoption of Balance Sheet, as at 31<sup>st</sup> March, 2014, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon (Ordinary Resolution):**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	420234	77.32

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	123242	22.68

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
10	43102

**B. Resolution 2:- Re-appointment of Shri Sameer Gaur (DIN: 00009496), who retires by rotation (Ordinary Resolution):**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
134	543596	100



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

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

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
7	42982

C. Resolution 3:- Re-appointment of Shri Sachin Gaur (DIN: 00387718), who retires by rotation (Ordinary Resolution):

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
133	532586	100

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

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

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
8	53992



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**D. Resolution 4:- Re-appointment of Shri Har Prasad (DIN: 00104488), who retires by rotation (Ordinary Resolution):**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
133	543486	100

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

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

(iii) **Invalid** Votes:

Total number of members (In person or by proxy) whose votes were declared Invalid	Total numbers of votes cast by them
8	43092

**E. Resolution 5:- Appointment of M/s. R. Nagpal Associates, Chartered Accountants (Firm Regn. No. 002626N) as Statutory Auditors till the conclusion of 10<sup>th</sup> Annual General Meeting & Fixing their Remuneration (Ordinary Resolution)**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
131	419844	77.31



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	123242	22.69

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
9	43492

F. Resolution 6:- Ratification of the Appointment of the Cost Auditor (Ordinary Resolution):

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
132	420244	77.32

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	123242	22.68

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
8	43092



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**G. Resolution 7:- Appointment of Shri Arun Balakrishnan (DIN: 00130241) as Director of the Company (Ordinary Resolution):**

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

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
133	543486	100

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

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

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
8	43092

**H. Resolution 8:- Appointment of Shri K P Nair(DIN: 02611496) as Nominee Director of the Company (Ordinary Resolution):**

[As per the announcement made at the AGM, the resolution no. 8 was dropped as the nomination of Shri K .P Nair was withdrawn by IDBI vide their letter dated 26.08.2014. Intimation was received after the issuance of the notice by the Company. Hence polling for this item was not done.]

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

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

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



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

(ii) **Invalid Votes:**

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

**I. Resolution 9:- Appointment of Shri Gaurav Jain (DIN: 01102024) as Director of the Company (Ordinary Resolution)::**

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

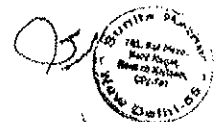
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	542086	100

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

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

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
11	44492



**J. Resolution 10:- Appointment of Shri Pramod Kumar Aggarwal (DIN: 06899447) as Director of the Company (Ordinary Resolution):**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
131	418794	77.26

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	123242	22.74

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared Invalid	Total numbers of votes cast by them
9	44542

**K. Resolution 11(A):- Appointment of Shri M J Subbaiah (DIN: 00044799) as an Independent Director of the Company (Ordinary Resolution):**

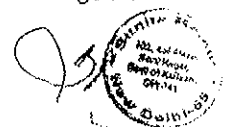
[As per the announcement made at the AGM, the resolution no.11(A) was dropped as Shri M.J Subbaiah had tendered his resignation vide his letter dated 01.09.2014. intimation was received after the issuance of the notice by the Company. Hence polling for this item was not done.]

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

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

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

Number of	Number of votes	% of total



members present and voting (in person or by proxy)	cast by them	number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid Votes:**

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

L. **Resolution 11(B): Appointment of Shri Raj Narain Bhardwaj (DIN: 01571764) as an Independent Director of the Company (Ordinary Resolution):**

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

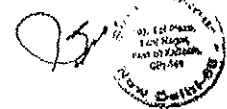
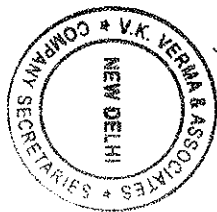
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
131	531686	100

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

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

(iii) **Invalid Votes:**

Total number of members (In person or by proxy) whose votes were declared Invalid	Total numbers of votes cast by them
10	54892





M. **Resolution 11(C): Appointment of Shri B.K. Goswami (DIN: 00003782) as an Independent Director of the Company (Ordinary Resolution):**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
129	396094	76.27

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	123242	23.73

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
11	67242

N. **Resolution 11(D): Appointment of Dr.B Samal (DIN: 00007256) as an Independent Director of the Company (Ordinary Resolution):**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
131	531486	100

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

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



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(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
10	55092

O. Resolution 11(E): Appointment of Dr.Ramesh Chandra Vaish(DIN: 01068196) as an Independent Director of the Company (Ordinary Resolution):

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
132	531886	100

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

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

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
9	54692

P. Resolution 11(F): Appointment of Shri S. Balasubramanian(DIN: 02849971) as an Independent Director of the Company (Ordinary Resolution):

(i) Voted in favour of the Resolution:

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



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person or by proxy)		
129	397244	76.32

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	123242	23.68

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared Invalid	Total numbers of votes cast by them
11	66092

**Q. Resolution 11(G): Appointment of Shri S.C. Gupta(DIN: 01127801) as an Independent Director of the Company (Ordinary Resolution):**

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

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
131	408644	76.83

(II) Voted **against** the Resolution

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	123242	23.17



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(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
9	54692

R. **Resolution 11(H): Appointment of Shri Arun Balakrishnan (DIN: 00130241) as an Independent Director of the Company (Ordinary Resolution):**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
131	520886	100

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

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

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
10	65692

S. **Resolution 11(I): Appointment of Shri B.B. Tandon (DIN: 00740511) as an Independent Director of the Company (Ordinary Resolution):**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	408244	76.81



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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	123242	23.19

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
10	55092

T. **Resolution 11(J): Appointment of Shri Anand Bordia(DIN: 00679165) as an Independent Director of the Company (Ordinary Resolution):**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	408244	76.81

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	123242	23.19

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
10	55092



U. Resolution 12: Appointment of Shri Sameer Gaur (DIN: 00009496) as Whole-Time Director of the Company (Ordinary Resolution):

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
132	420244	77.32

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	123242	22.68

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
8	43092

V. Resolution 13: Appointment of Shri Gaurav Jain (DIN: 01102024) as Whole-time Director of the Company for a period of Five years (Ordinary Resolution):

(i) Voted in favour of the Resolution:

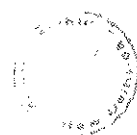
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
132	543086	100

(ii) Voted against the Resolution:

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



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(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
9	43492

**W. Resolution 14: Appointment of Shri Pramod Kumar Aggarwal(DIN: 06899447) as Whole-time Director of the Company for a period of Five years (Ordinary Resolution):**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
133	543486	100

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

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

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
8	43092

**X. Resolution 15: Alteration in the Articles of the Company (Special Resolution):**

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

Number of members present and voting (in	Number of votes cast by them	% of total number of valid votes cast
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person or by proxy)			
132	420244	77.32	
(ii) Voted <b>against</b> the Resolution:			
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast	
1	123242	22.68	
(iii) Invalid Votes:			
Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them		
8	43092		

Y. 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)/Follow-on Public Offer (FPO)/Optionally or Compulsorily Convertible Preference Shares (OCPS/CCPS) etc:

(i) Voted in favour of the Resolution:

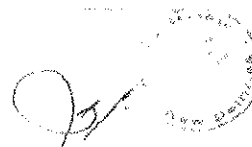
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	532081	100

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	5	0.00

(iii) Invalid Votes:

Total number of members (in person or by proxy)	Total numbers of votes cast by them
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whose votes were declared invalid	
10	54492

**Z. Resolution 17: To make Investments in Subsidiary Company:**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
130	419839	77.31

(ii) Voted against the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	123247	22.69

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
9	43492

**AA. Resolution 18: Increase in number of Directors:**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
131	542864	99.89

(ii) Voted against the Resolution:

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



proxy)		
2	622	0.11

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
8	43092

**BB. Resolution 19: Authorization for Issue of Non-Convertible debentures by way of Private Placement:**

(i) Voted in favour of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
132	543264	99.96

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	222	0.04

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
8	43092

**CC. Resolution 20: Creation of Charge/Mortgage on the moveable and/or Immoveable properties of the Company, both present and future in favour of Lenders:**

(i) Voted in favour of the Resolution:

Number of members present	Number of votes cast by them	% of total number of valid
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and voting (in person or by proxy)		votes cast
133	543486	100

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

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

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
8	43092

DD. **Resolution 21: Borrowing Powers of the Board:**

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

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
128	541432	100

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

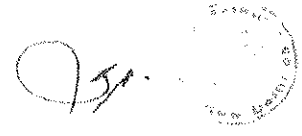
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
13	45146



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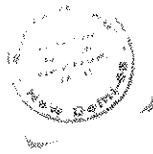
- (iv) All records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Chairman.

Thanking You,

Yours faithfully



Ms.Sunita Mathur  
Practicing Company Secretary  
Scrutinizer  
(Membership No. 1743)



Shri V.K Verma,  
Practicing Company Secretary  
Alternate Scrutinizer  
Membership No. 1430



Place: NOIDA  
Date : 19.09.2014