

**JAYPEE INFRATECH LIMITED**

**DECLARATION OF RESULTS OF REMOTE E-VOTING AND VOTING THROUGH BALLOT PAPER/POLL IN RESPECT OF THE 9<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF "JAYPEE INFRATECH LIMITED" HELD ON 30<sup>TH</sup> SEPTEMBER, 2016.**

On the basis of the Scrutinizers' Reports submitted by Smt. Sunita Mathur, Practicing Company Secretary (CP No. 741) and Kumari Anjali Yadav, Practicing Company Secretary (CP No. 7257) appointed as Scrutinizer and Alternate Scrutinizer respectively by the Board of Directors for the purpose of scrutinizing the remote e-voting which commenced at 9.00 AM on Tuesday, 27<sup>th</sup> September, 2016 and ended at 5.00 PM on Thursday, 29<sup>th</sup> September, 2016 and voting through Ballot paper/Poll, which was conducted on 30<sup>th</sup> September, 2016 at the 9<sup>th</sup> Annual General Meeting of the Company, I hereby declare the results of voting on the resolutions by the members of the Company as contained in the Notice dated 26<sup>th</sup> May, 2016 in respect of 9<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2016, as follows:

**Resolution No. 1: To receive, consider and adopt the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the Financial Year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)**

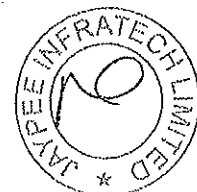
**"RESOLVED THAT** the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the Financial Year ended 31<sup>st</sup> March, 2016 and the Reports of the Board of Directors and the Auditors thereon be and hereby adopted."

<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>1026402198</b>
<b>Total votes cast in favour of the Resolution</b>	<b>1026380235</b>
<b>Total votes cast against the Resolution</b>	<b>21963</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 1 has been passed as an **Ordinary Resolution.**

**Resolution No. 2: To appoint a Director in place of Shri Gaurav Jain (DIN: 01102024), who retires by rotation and, being eligible, offers himself for re-appointment.(Ordinary Resolution)**

**"RESOLVED THAT** Shri Gaurav Jain (DIN: 01102024), who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."



<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>1026396698</b>
<b>Total votes cast in favour of the Resolution</b>	<b>1026374158</b>
<b>Total votes cast against the Resolution</b>	<b>22540</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 2 has been passed as an **Ordinary Resolution**.

**Resolution No. 3: To appoint a Director in place of Shri Sunil Kumar Sharma (DIN: 00008125), who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)**

**“RESOLVED THAT** Shri Sunil Kumar Sharma (DIN: 00008125), who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>1026316698</b>
<b>Total votes cast in favour of the Resolution</b>	<b>1026294158</b>
<b>Total votes cast against the Resolution</b>	<b>22540</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 3 has been passed as an **Ordinary Resolution**.

**Resolution No. 4: To appoint a Director in place of Shri Sameer Gaur (DIN: 00009496), who retires by rotation and, being eligible, offers himself for re-appointment. (Ordinary Resolution)**

**“RESOLVED THAT** Shri Sameer Gaur (DIN: 00009496), who retires by rotation and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>1026355638</b>
<b>Total votes cast in favour of the Resolution</b>	<b>1010934393</b>
<b>Total votes cast against the Resolution</b>	<b>15421245</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>98.50</b>
<b>%age of valid votes cast against the Resolution</b>	<b>1.50</b>



Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 4 has been passed as an **Ordinary Resolution**.

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

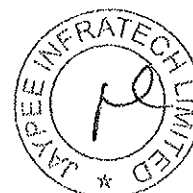
**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee of the Board of Directors and pursuant to the Resolution passed by the members at the 7<sup>th</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2014, the appointment of **M/s R. Nagpal Associates, Chartered Accountants** (Firm Registration No. 002626N), as the Statutory Auditors of the Company to hold office till the conclusion of the 10<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017, be and is hereby ratified and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending 31<sup>st</sup> March, 2017, as may be determined by the Audit Committee of the Board of Directors.”

<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>1026401698</b>
<b>Total votes cast in favour of the Resolution</b>	<b>1026379058</b>
<b>Total votes cast against the Resolution</b>	<b>22640</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 5 has been passed as an **Ordinary Resolution**.

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

**“RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, as amended from time to time, the remuneration payable to M/s Jatin Sharma & Co., Cost Accountants (Firm Registration No. 101845), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2017, as set out in the Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>1026401698</b>
<b>Total votes cast in favour of the Resolution</b>	<b>1026329614</b>
<b>Total votes cast against the Resolution</b>	<b>72084</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>99.99</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0.01</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 6 has been passed as an **Ordinary Resolution.**

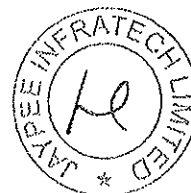
**Resolution No. 7: Approval of Related Party Transaction (Ordinary Resolution)**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws, consent of the members be and is hereby accorded for sub-leasing the land held as “ Stock-in-trade” towards settlement of its dues owed to Jaiprakash Associates Limited (JAL), the holding company, directly in favour of the lenders/bankers of JAL for simultaneous settlement of the interest overdues payable by JAL to the said lenders/bankers as per details as set out under Item No. 7 of the Statement annexed to this Notice.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committees of the Board constituted to exercise its powers conferred by this Resolution) be and is hereby authorised to do or cause to be done all acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to the said transaction and execute such agreements, documents and writings, as may be necessary or desirable for the purpose of giving effect to this Resolution, in the best interest of the Company.”

<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>31401698</b>
<b>Total votes cast in favour of the Resolution</b>	<b>31379158</b>
<b>Total votes cast against the Resolution</b>	<b>22540</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>99.93</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0.07</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 7 has been passed as an **Ordinary Resolution.**



**Resolution No. 8: Re-appointment of Shri Manoj Gaur (DIN: 00008480) as Chairman cum Managing Director, being liable to retire by rotation, for a further period of five years w.e.f 07<sup>th</sup> May, 2016 to 06<sup>th</sup> May, 2021, without payment of remuneration. (Ordinary Resolution)**

**“RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), and subject to such other approvals, as may be necessary, approval of the members be and is hereby accorded to the re-appointment of **Shri Manoj Gaur (DIN: 00008480)** as the Chairman cum Managing Director of the Company, being liable to retire by rotation, for a further period of five years w.e.f. 07<sup>th</sup> May, 2016 to 06<sup>th</sup> May, 2021, without payment of remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>1026356698</b>
<b>Total votes cast in favour of the Resolution</b>	<b>1026305898</b>
<b>Total votes cast against the Resolution</b>	<b>50800</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0</b>

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution, I hereby declare that Resolution No. 8 has been passed as an **Ordinary Resolution**.

**Resolution No. 9: Re-appointment of Smt. Rekha Dixit (DIN: 00913685) as Whole-Time Director, being liable to retire by rotation, for a further period of three years w.e.f 01<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019. (Special Resolution)**

**“RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and subject to the approval of the Central Government and such other approvals, as may be necessary, approval of the members be and is hereby accorded to the re-appointment of **Smt. Rekha Dixit (DIN: 00913685)** as the Whole-time Director of the Company, being liable to retire by rotation, for a further period of three years with effect from 1<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2019 on such terms and conditions including remuneration, as detailed in the Statement annexed hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as it may



at its discretion, deem fit, from time to time provided that the remuneration shall be in accordance to the subsisting provisions of the Companies Act, 2013.”

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

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>1026321198</b>
<b>Total votes cast in favour of the Resolution</b>	<b>1026297858</b>
<b>Total votes cast against the Resolution</b>	<b>23340</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0</b>

Since the votes cast in favour of the above Resolution are more than three times the votes cast against the Resolution, I hereby declare that Resolution No. 9 has been passed as a **Special Resolution**.

**Resolution No. 10: Re-appointment of Shri Sachin Gaur (DIN: 00387718) as Whole-Time Director & CFO, being liable to retire by rotation, for a further period of three years w.e.f 10<sup>th</sup> September, 2016 to 09<sup>th</sup> September, 2019. (Special Resolution)**

“**RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and subject to the approval of the Central Government and such other approvals, as may be necessary, approval of the members be and is hereby accorded to the re-appointment of **Shri Sachin Gaur (DIN: 00387718)** as the Whole-time Director & CFO of the Company, being liable to retire by rotation, for a further period of three years w.e.f. 10<sup>th</sup> September, 2016 to 09<sup>th</sup> September, 2019 on such terms and conditions including remuneration, as detailed in the Statement annexed hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as it may at its discretion, deem fit, from time to time provided that the remuneration shall be in accordance to the subsisting provisions of the Companies Act, 2013.”



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

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>1026350698</b>
<b>Total votes cast in favour of the Resolution</b>	<b>1026328158</b>
<b>Total votes cast against the Resolution</b>	<b>22540</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0</b>

Since the votes cast in favour of the above Resolution are more than three times the votes cast against the Resolution, I hereby declare that Resolution No. 10 has been passed as a **Special Resolution**.

**Resolution No. 11:- Re-appointment of Shri Sameer Gaur (DIN: 00009496) as Whole-time Director to be designated as Jt. Managing Director, being liable to retire by rotation, for a further period of one month w.e.f 01<sup>st</sup> August, 2016 to 31<sup>st</sup> August, 2016. (Special Resolution)**

**“RESOLVED THAT** pursuant to the provisions of Sections 178, 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and subject to the approval of the Central Government and such other approvals, as may be necessary, approval of the members be and is hereby accorded to the re-appointment of **Shri Sameer Gaur (DIN: 00009496)** as the Whole-time Director to be designated as the Jt. Managing Director of the Company, being liable to retire by rotation, for a further period of one month w.e.f 01<sup>st</sup> August, 2016 to 31<sup>st</sup> August, 2016, on such terms and conditions including remuneration, as detailed in the Statement annexed hereto, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as it may at its discretion, deem fit, from time to time provided that the remuneration shall be in accordance to the subsisting provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 and subject to such statutory approvals, as may be required, the remuneration as set out in the said Statement be paid as



minimum remuneration to Shri Sameer Gaur, notwithstanding that in any financial year during the tenure of appointment as Whole-time Director, the Company has made no profits or its profits are inadequate, in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

<b>Total Votes</b>	<b>1388933497</b>
<b>Total Valid votes cast</b>	<b>1026338693</b>
<b>Total votes cast in favour of the Resolution</b>	<b>1026316053</b>
<b>Total votes cast against the Resolution</b>	<b>22640</b>
<b>%age of valid votes cast in favour of the Resolution</b>	<b>100</b>
<b>%age of valid votes cast against the Resolution</b>	<b>0</b>

Since the votes cast in favour of the above Resolution are more than three times the votes cast against the Resolution, I hereby declare that Resolution No. 11 has been passed as a **Special Resolution**.

Based on the Consolidated Report of the Scrutinizer and Alternate Scrutinizer dated 30<sup>th</sup> September, 2016, I hereby declare that:

1. All the resolutions as set out in the Notice of the 9<sup>th</sup> Annual General Meeting have been duly approved by the members with requisite majority and such resolutions are deemed to be passed as on the date of the 9<sup>th</sup> Annual General Meeting of the Company i.e. 30<sup>th</sup> September, 2016.
2. It is further submitted that 6 shareholders have already cast their votes electronically through remote e-voting and they have cast their votes through ballot paper/poll also. In view of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, scrutinizers have not considered their votes cast through ballot paper as valid.
3. Related party abstained from voting on resolution No. 2, 3, 4, 7, 8, 9, 10 and 11 of the Notice of the 9<sup>th</sup> Annual General Meeting of the Company.

The results alongwith the Scrutinizers Report shall be available on the Company's Website , [www.jaypeeinftratech.com](http://www.jaypeeinftratech.com) & on CDSL's website.

For JAYPEE INFRATECH LIMITED

  
**MANOJ GAUR**  
**CHAIRMAN CUM MANAGING DIRECTOR**  
**DIN: 00008480**

Place: Noida

Date: 30<sup>th</sup> September, 2016

