Annexure- A

PROCEEDINGS OF THE 37TH ANNUAL GENERAL MEETING OF THE COMPANY

PRESENT:

Directors

1. Mr. Naveen Jindal, Hon'ble Chairman
2. Mr. Ravi Uppal, Managing Director & Group CEO, Member of Audit Committee and Stakeholders Relationship Committee
3. Mr. Sudershan Kumar Garg, Independent Director and Member of Nomination & Remuneration Committee

Invitees

1. Mr. K Rajagopal, Group CFO
2. Mr. Praveen Purang, Head – Steel Business
3. Mr. Anurag Jain, Partner – M/s MZ & Associates, Company Secretaries

The Meeting started at 12.00 Noon. 69 Members were present in person or through proxy.

Mr. Naveen Jindal, Hon'ble Chairman of the Company, chaired the Meeting.

The Hon'ble Chairman extended a warm welcome to the Directors, Officers, Members and others present in the meeting. He then introduced the Directors and officers sitting on the dais.

Mr. K Rajagopal informed that:

i. Mrs. Shallu Jindal, Mr. Ram Vinay Shahi, Mr. Arun Kumar, Mr. Arun Kumar Purwar, Mr. Haigreve Khaitan, Mr. Hardip Singh Wirk, Mr. Shalil Mukund Awale, Mr. Rajeev Bhadauria and Mr. Dinesh Kumar Saraogi could not attend the meeting due to their pre-occupation.

ii. The Statutory Registers, Proxy Register and other documents were made available for inspection by the members.

M/s S. R. Batliboi & Co. LLP, Chartered Accountants sought their leave of absence from attending meeting due to their pre-occupation.

The Chairman confirmed the presence of requisite quorum in terms of Section 103 of the Companies Act, 2013. Thereafter, he called the meeting to order.

Proceedings of the meeting are given hereunder:

1. Mr. K Rajagopal informed that the Notice convening the Meeting and Annual Report for the Financial Year 2015-16 were sent to all the members and others entitled thereto

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through E-mail and through Registered Post on July 07, 2016. With the permission of the members, the Notice of the AGM was taken as read.

The Group CFO read out the qualified opinion on the Financial Statements given by the Statutory Auditors and Management Representations thereon.

2. Mr. K Rajagopal then informed the Members that pursuant to the provisions of the Companies Act, 2013, and the Rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided remote e-voting facility to the Members of the Company in respect of the Resolutions mentioned in the Notice of the meeting and the same commenced at 09.00 a.m. on July 27, 2016 and ended at 05.00 p.m. on July 31, 2016.

   He further informed that the Company had engaged the services of Central Depository Services (India) Limited (CDSL) as the authorised agency to provide remote e-voting facility and had appointed Mr. Navneet Arora of M/s Navneet K Arora & Co., Company Secretaries, New Delhi as the Scrutinizer for the purpose of scrutinizing the remote e-voting and ballot process in a fair and transparent manner.

   He further informed that the facility for voting through ballot paper is also available at the Meeting for Members who had not casted their vote through remote e-voting.

3. The Chairman delivered his speech. Thereafter, members asked questions which were satisfactorily answered by the Chairman, Managing Director & Group CEO and Group CFO.

4. After that the following agenda items and their implications were briefed by the Chairman:

A. Ordinary Business

1. Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the FY 2015-16 including Reports of Board of Directors and Auditors thereon.

2. Re-Appointment of Mrs. Shallu Jindal (DIN: 01104507), as Director, liable to retire by rotation.

3. Re-Appointment of Mr. Dinesh Kumar Saraogi (DIN: 06426609), as Director, liable to retire by rotation.

4. Appointment of M/s Lodha & Co., (FRN: 301051E), Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 years from the conclusion of 37th AGM till the conclusion of 42nd AGM and fixing their remuneration.

B. Special Business

5. Ratification of remuneration of M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants, Cost Auditors for FY 2016-17.

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6. Approval for issuance of Non- Convertible Debentures upto Rs. 5,000 crore on Private Placement Basis.

7. Approval for issuance of Securities for an amount not exceeding Rs. 5,000 crore.

8. Approval for Related Party Transaction.

Mr. K Rajagopal informed that Mr. Navneet Arora, Scrutinizer, will consider the votes casted through remote e-voting and ballot paper conducted at the meeting and will then prepare consolidated report of voting on the resolutions and submit his report to the Chairman.

The Chairman authorized Mr. K Rajagopal to receive the consolidated Scrutinizers' Report and announce the result of the voting.

The Chairman then concluded the meeting with a vote of thanks to the Members, Directors, Officers and others present at the meeting.

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Annexure – B

Details of voting results of the Annual General Meeting including votes cast through E-voting pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Date of the AGM/~~EGM~~	August 01, 2016
Total number of shareholders on record date (cut-off date i.e. July 25, 2016)	1,84,257
No. of Shareholders present in the meeting either in person or through proxy:	
• Promoters and Promoter Group	
- In person	21
- In proxy	-
• Public	
- In person	47
- In proxy	1
No. of Shareholders attended the meeting through Video Conferencing	N.A.

Resolution required:			Ordinary Resolution – Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the FY 2015-16 including Reports of Board of Directors and Auditors thereon					
Whether promoter/ promoter group are interested in the agenda/resolution:			No					
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding 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**
Promoter and Promoter Group	**E-Voting**	566278937	565268837	99.82	565268837	0	100.00	0.00
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		565268837	99.82	565268837	0	100.00	0.00

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Public Institutions	E-Voting	195972378	125086508	63.83	87098493	37988015	69.63	30.37
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		125086508	63.83	87098493	37988015	69.63	30.37
Public- Non Institutions	E-Voting	152652485	243243	0.16	242773	470	99.81	0.19
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total	152652485	243243	0.16	242773	470	99.81	0.19
Grand Total		914903800	690598588		652610103	37988485	94.50	5.50

Resolution required:	Ordinary Resolution – Re-appointment of Mrs. Shallu Jindal (DIN: 01104507), as Director, liable to retire by rotation
Whether promoter/ promoter group are interested in the agenda/resolution:	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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
Promoter and Promoter Group	E-Voting	566278937	565268837	99.82	565268837	0	100.00	0.00
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		565268837	99.82	565268837	0	100.00	0.00
Public Institutions	E-Voting	195972378	124261981	63.41	87129029	37132952	70.12	29.88
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		124261981	63.41	87129029	37132952	70.12	29.88
Public- Non Institutions	E-Voting	152652485	1789354	1.17	432180	1357174	24.15	75.85
	Poll		0		0	0		
	Postal Ballot		0		0	0		

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	Total	152652485	1789354	1.17	432180	1357174	24.15	75.85
Grand Total		914903800	691320172		652830046	38490126	94.43	5.57

Resolution required:	Ordinary Resolution – Re-appointment of Mr. Dinesh Kumar Saraogi (DIN: 06426609), as Director, liable to retire by rotation
Whether promoter/ promoter group are interested in the agenda/resolution:	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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
Promoter and Promoter Group	E-Voting	566278937	565268837	99.82	565268837	0	100.00	0.00
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		565268837	99.82	565268837	0	100.00	0.00
Public Institutions	E-Voting	195972378	124261981	63.41	**83190615**	41071366	66.95	33.05
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		124261981	63.41	**83190615**	41071366	66.95	33.05
Public- Non Institutions	E-Voting	152652485	1789354	1.17	368209	1421145	20.58	79.42
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total	152652485	1789354	1.17	368209	1421145	20.58	79.42
Grand Total		914903800	691320172		648827661	42492511	93.85	6.15

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Resolution required:	Ordinary Resolution: Appointment of M/s Lodha & Co., (FRN: 301051E), Chartered Accountants, as Statutory Auditors for a period of 5 years from the conclusion of 37th AGM till the conclusion of 42nd AGM and fixing their remuneration.
Whether promoter/ promoter group are interested in the agenda/resolution:	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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
Promoter and Promoter Group	**E-Voting**	566278937	565268837	99.82	565268837	0	100.00	0.00
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		565268837	99.82	565268837	0	100.00	0.00
Public Institutions	**E-Voting**	195972378	124261981	63.41	**123979368**	282613	99.77	0.23
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		124261981	63.41	**123979368**	282613	99.77	0.23
Public- Non Institutions	**E-Voting**	152652485	1789354	1.17	1788408	946	99.95	0.05
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total	152652485	1789354	1.17	1788408	946	99.95	0.05
Grand Total		914903800	691320172		691036613	283559	99.96	0.04

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Resolution required:	Ordinary Resolution: Ratification of remuneration of M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants as Cost Auditors for FY 2016-17.
Whether promoter/ promoter group are interested in the agenda/resolution:	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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
Promoter and Promoter Group	**E-Voting**	566278937	565268837	99.82	565268837	0	100.00	0.00
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		565268837	99.82	565268837	0	100.00	0.00
Public Institutions	**E-Voting**	195972378	124261981	63.41	**123979368**	282613	99.77	0.23
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		124261981	63.41	**123979368**	282613	99.77	0.23
Public- Non Institutions	**E-Voting**	152652485	1789354	1.17	1788733	621	99.97	0.03
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total	152652485	1789354	1.17	1788733	621	99.97	0.03
Grand Total		914903800	691320172		691036938	283234	99.96	0.04

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Resolution required:	Special Resolution: Approval for issuance of Non-Convertible Debentures upto Rs. 5,000 crore on Private Placement Basis.
Whether promoter/ promoter group are interested in the agenda/resolution:	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding 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
Promoter and Promoter Group	E-Voting	566278937	565268837	99.82	565268837	0	100.00	0.00
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		565268837	99.82	565268837	0	100.00	0.00
Public Institutions	E-Voting	195972378	124261981	63.41	122892959	1369022	98.90	1.10
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		124261981	63.41	122892959	1369022	98.90	1.10
Public- Non Institutions	E-Voting	1526542485	1789354	1.17	1776184	13170	99.26	0.74
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		1789354	1.17	1776184	13170	99.26	0.74
Grand Total		914903800	691320172		689937980	1382192	99.80	0.20

JINDAL STEEL & POWER LTD. NEW DELHI

Resolution required:		Special Resolution: Approval for issuance of Securities for an amount not exceeding Rs. 5,000 crore.						
Whether promoter/ promoter group are interested in the agenda/resolution:		No						
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding 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**
Promoter and Promoter Group	**E-Voting**	566278937	565268837	99.82	565268837	0	100.00	0.00
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		565268837	99.82	565268837	0	100.00	0.00
Public Institutions	**E-Voting**	195972378	124261981	63.41	**50755715**	73506266	40.85	59.15
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		124261981	63.41	**50755715**	73506266	40.85	59.15
Public- Non Institutions	**E-Voting**	1526542485	1789354	1.17	356334	1433020	19.91	80.09
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		1789354	1.17	356334	1433020	19.91	80.09
Grand Total		914903800	691320172		616380886	74939286	89.16	10.84

JINDAL STEEL & POWER LTD. NEW DELHI

Resolution required:		Special Resolution: Approval for Related Party Transaction						
Whether promoter/ promoter group are interested in the agenda/resolution:		Yes						
Category	**Mode of Voting**	**No. of shares held** (1)	**No. of votes polled** (2)	**% of Votes Polled on outstanding 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
Promoter and Promoter Group	**E-Voting**	566278937	0	0	0	0	0.00	0.00
	Poll		0		0			
	Postal Ballot		0		0	0		
	Total		0		0	0		
Public Institutions	**E-Voting**	195972378	123505981	63.02	**123505981**	0	100	0.00
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		123505981	63.02	**123505981**	0	100	0.00
Public- Non Institutions	**E-Voting**	1526542485	1789354	1.17	1773899	15455	99.14	0.86
	Poll		0		0	0		
	Postal Ballot		0		0	0		
	Total		1789354	1.17	1773899	15455	99.14	0.86
Grand Total		914903800	125295335		125279880	15455	99.99	0.01

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ANNEXURE - C

Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of the 37th Annual General Meeting of the Equity Shareholders of
Jindal Steel & Power Limited
Held on 1st day of August, 2016 at 12.00 Noon,
at O.P. Jindal Marg, Hisar
Haryana-125005,

Sub: Scrutinizer's Report on voting through remote e-voting and polling papers 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) Rules, 2014 and applicable provisions of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir,

The Board of Directors of the Company had, vide resolution passed in its Meeting held on **21st June, 2016** appointed me as a Scrutinizer for conducting the remote e-voting process and voting through polling paper in pursuance of the provisions of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and applicable provisions of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as per agreement with the Stock Exchanges, to seek the approval of the Equity Shareholders in respect of the following **Resolutions** proposed in the Notice of the **37th Annual General Meeting (AGM)** of the members of the Company held on **Monday the 1st Day of August, 2016 at 12.00 Noon at O.P. Jindal Marg, Hisar Haryana-125005:**

Resolution No(s).	Particulars
Ordinary Resolution(s)	
1	**Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the FY 2015-16 including Reports of Board of Directors and Auditors thereon.**
2	**Re-appointment of Mrs. Shallu Jindal (DIN: 01104507), as Director, liable to retire by rotation.**

Navneet K. Arora & Co. New Delhi Company Secretaries

3	**Re -appointment of Mr. Dinesh Kumar Saraogi (DIN: 06426609), as Director, liable to retire by rotation.**
4	**Appointment of M/s Lodha & Co., (FRN: 301051E), Chartered Accountants, as Statutory Auditors for a period of 5 years from the conclusion of 37th AGM till the conclusion of 42nd AGM and fixing their remuneration.**
5	**Ratification of remuneration of M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants as Cost Auditors for FY 2016-17.**
Special Resolution(s)	
6.	**Approval for issuance of Non-Convertible Debentures upto Rs. 5,000 crore on Private Placement Basis.**
7.	**Approval for issuance of Securities for an amount not exceeding Rs. 5,000 crore.**
8.	**Approval for related party transaction.**

The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and polling papers received on the resolutions contained in the Notice of AGM. My responsibility as a scrutinizer is to ensure that the voting process through remote e-voting and polling paper are conducted in fair and transparent manner and to make a Scrutinizer's Report of the votes cast **"in favour" or "against"** the resolutions based on the report generated from the e-voting system provided by the **Central Depository Services Limited (CDSL),** the authorized agency appointed by the Company for providing remote e-voting facilities and polling paper received by the Company.

I have completed the scrutiny of remote e-voting and polling papers received and submit my report as under:-

1. The Company has engaged the services of **Central Depository Services Limited ("CDSL")** as the Authorized Agency to provide secured system for remote e-voting to the shareholders to vote on resolutions through the remote e-voting facility. Shareholders opting for remote e-voting facility by casting their votes on the designated website **www.evotingindia.com** of CDSL.

2. The Company has completed on **7th July, 2016** the dispatch of Notice along with the details of Login ID and password to its members through registered parcel and through email by **CDSL** to members whose email ID were registered with the Company or its Registrar and Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise e-voting rights was **25th July, 2016.** Total shareholders of the Company as on the cut-off date was **184257.**

Navneet K. Arora & Co. New Delhi Company Secretaries

3. The remote e-voting period remained open from **27th July, 2016 (9.00 am) up to 31st July, 2016 (5.00 pm).** All the votes received by casting of votes electronically through **CDSL** portal up to **5.00 pm on 31st July, 2016**, the last date and time fixed by the Company were considered for my scrutiny.

4. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of CDSL for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the AGM.

5. At the AGM, after the declaration of voting by polling paper by the Chairman, One ballot box kept for voting was locked in my presence with due identification marks placed by me.

6. The locked ballot box was subsequently opened in my presence along with two witnesses **(1) Mr. Shekhar Sharma R/o T-69, B/1, Ward No - 6, Mehrauli New Delhi-110030 and (2) Mr. Gulshan Ahuja R/o H 7/10 Malviya Nagar, New Delhi-110017** who are not in the employment of the Company and polling papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in my presence. The Polling papers have been reconciled with the records maintained by the Company / Registrar & Share Transfer Agents of the Company and the authorization / proxies lodged with the Company.

Shekhar Sharma　　　　Gulshan Ahuja

Name: **Shekhar Sharma**　　　　**Name: Gulshan Ahuja**

7. The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

8. After counting, the votes casted by the members and proxy holders present at the AGM through polling papers, the votes casted through remote e-voting by the members were unblocked on **Monday the 1st August, 2016 at 2.52 pm** in the presence of **2 (Two)** witnesses namely **Mr. Shekhar Sharma** and **Mr. Gulshan Ahuja** who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence

Shekhar Sharma　　　　Gulshan Ahuja

Name: **Shekhar Sharma**　　　　**Name: Gulshan Ahuja**

9. Thereafter, the details containing interalia, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of CDSL.

Navneet K. Arora & Co. New Delhi Company Secretaries

10. Based on report generated from the e-voting website of CDSL and voting through polling paper at AGM, the consolidated report on the result of voting on each resolution are given hereunder:

Item No -1- Ordinary Resolution

Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the FY 2015-16 including Reports of Board of Directors and Auditors thereon.

(i) Voted **'FOR'** the resolution **:**

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	157	65,26,10,103	94.50%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	157	65,26,10,103	94.50%

(ii) Voted **'AGAINST'** the resolution **:**

Mode of voting	Number of members voted	Number of votes cast in 'Against ' of resolution	% of total number of valid votes cast
Remote e-voting	69	3,79,88,485	5.50%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	69	3,79,88,485	5.50%

(iii) Votes **'INVALID':**

Mode of voting	Number of members whose votes were declared 'Invalid'	Number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

Navneet K. Arora & Co. ★ New Delhi ★ Company Secretaries

Item No -2- Ordinary Resolution

Re-appointment of Mrs. Shallu Jindal (DIN: 01104507), as Director, liable to retire by rotation.

(i) Voted **'FOR'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in **'Favour'** of resolution	% of total number of valid votes cast
Remote e-voting	145	65,28,30,046	94.43%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	145	65,28,30,046	94.43%

(ii) Voted **'AGAINST'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in **'Against '** of resolution	% of total number of valid votes cast
Remote e-voting	82	3,84,90,126	5.57%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	82	3,84,90,126	5.57%

(iii) Votes **'INVALID'**:

Mode of voting	**Number of members whose votes were declared 'Invalid'**	**Number of votes cast by them were declared 'Invalid'**
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

Navneet K. Arora & Co. New Delhi Company Secretaries

Item No -3- Ordinary Resolution

Re -appointment of Mr. Dinesh Kumar Saraogi (DIN: 06426609), as Director, liable to retire by rotation.

(i) Voted **'FOR'** the resolution **:**

Mode of voting	**Number of members voted**	**Number of votes cast in 'Favour' of resolution**	**% of total number of valid votes cast**
Remote e-voting	125	64,88,27,661	93.85%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	125	64,88,27,661	93.85%

(ii) Voted **'AGAINST'** the resolution **:**

Mode of voting	**Number of members voted**	**Number of votes cast in 'Against ' of resolution**	**% of total number of valid votes cast**
Remote e-voting	102	4,24,92,511	6.15%
Voting through polling paper(in person or by proxy)	Nil	Nil	Nil
Total	102	4,24,92,511	6.15%

(iii) Votes **'INVALID'**:

Mode of voting	**Number of members whose votes were declared 'Invalid'**	**Number of votes cast by them were declared 'Invalid'**
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

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Item No -4- Ordinary Resolution

Appointment of M/s Lodha & Co., (FRN: 301051E), Chartered Accountants, as Statutory Auditors for a period of 5 years from the conclusion of 37th AGM till the conclusion of 42nd AGM and fixing their remuneration.

(i) Voted **'FOR'** the resolution **:**

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	221	69,10,36,613	99.96%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	221	69,10,36,613	99.96%

(ii) Voted **'AGAINST'** the resolution **:**

Mode of voting	Number of members voted	Number of votes cast in 'Against ' of resolution	% of total number of valid votes cast
Remote e-voting	6	2,83,559	0.04%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	6	2,83,559	0.04%

(iii) Votes **'INVALID':**

Mode of voting	Number of members whose votes were declared 'Invalid'	Number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

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Item No -5- Ordinary Resolution

Ratification of remuneration of M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants as Cost Auditors for FY 2016-17.

(i) Voted **'FOR'** the resolution **:**

Mode of voting	**Number of members voted**	**Number of votes cast in 'Favour' of resolution**	**% of total number of valid votes cast**
Remote e-voting	221	69,10,36,938	99.96%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	221	69,10,36,938	99.96%

(ii) Voted **'AGAINST'** the resolution **:**

Mode of voting	**Number of members voted**	**Number of votes cast in 'Against ' of resolution**	**% of total number of valid votes cast**
Remote e-voting	6	2,83,234	0.04%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	6	2,83,234	0.04%

(iii) Votes **'INVALID':**

Mode of voting	**Number of members whose votes were declared 'Invalid'**	**Number of votes cast by them were declared 'Invalid'**
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

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Item No -6- Special Resolution

Approval for issuance of Non-Convertible Debentures upto Rs. 5,000 crore on Private Placement Basis.

(i) Voted **'FOR'** the resolution **:**

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	208	68,99,37,980	99.80%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	208	68,99,37,980	99.80%

(ii) Voted **'AGAINST'** the resolution **:**

Mode of voting	Number of members voted	Number of votes cast in 'Against ' of resolution	% of total number of valid votes cast
Remote e-voting	19	13,82,192	0.20%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	19	13,82,192	0.20%

(iii) Votes **'INVALID':**

Mode of voting	Number of members whose votes were declared 'Invalid'	Number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

Navneet K. Arora & Co. New Delhi Company Secretaries

Item No -7- Special Resolution

To approval for issuance of Securities for an amount not exceeding Rs. 5,000 crore.

(i) Voted **'FOR'** the resolution **:**

Mode of voting	**Number of members voted**	**Number of votes cast in 'Favour' of resolution**	**% of total number of valid votes cast**
Remote e-voting	126	61,63,80,886	89.16%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	126	61,63,80,886	89.16%

(ii) Voted **'AGAINST'** the resolution **:**

Mode of voting	**Number of members voted**	**Number of votes cast in 'Against ' of resolution**	**% of total number of valid votes cast**
Remote e-voting	101	7,49,39,286	10.84%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	101	7,49,39,286	10.84%

(iii) Votes **'INVALID':**

Mode of voting	**Number of members whose votes were declared 'Invalid'**	**Number of votes cast by them were declared 'Invalid'**
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

Navneet K. Arora & Co. New Delhi Company Secretaries

Item No -8- Special Resolution - Approval for related party transaction.

(i) Voted **'FOR'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	125	12,52,79,880	99.99%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	125	12,52,79,880	99.99%

(ii) Voted **'AGAINST'** the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against ' of resolution	% of total number of valid votes cast
Remote e-voting	56	15,455	0.01%
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	56	15,455	0.01%

(iii) Votes **'INVALID'**:

Mode of voting	Number of members whose votes were declared 'Invalid'	Number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	Nil	Nil
Total	Nil	Nil

11. I would like to inform you that all the above Resolution(s) as contained in the Notice dated 21st June, 2016 have been passed with requisite majority i.e Resolution No 1 (One) to 5 (Five) as Ordinary Resolutions and Resolution No 6 (Six) to 8(Eight) as Special Resolutions. You may accordingly declare the result of the voting through Remote E-voting and Polling papers at AGM.

Navneet K. Arora & Co. New Delhi Company Secretaries

12. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Chief Financial Officer for safe keeping.

Thanking you
Yours faithfully,

Navneet K. Arora & Co.
New Delhi
Company Secretaries

CS Navneet Arora
FCS: 3214, COP-3005
Scrutinizer
Prop: Navneet K Arora & Co.,
Company Secretaries
Place: Hisar
Date: 1ST August, 2016