

**40<sup>th</sup> Annual General Meeting held on Thursday, 22<sup>nd</sup> September, 2016**

**Declaration of Results of E voting (including Remote e voting) and Poll**

As per the provisions of the Companies Act, 2013 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), the Company had provided e-voting facility to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 40<sup>th</sup> Annual General Meeting (AGM) dated 4<sup>th</sup> August, 2016. The e-voting was open from 09:00 AM on Sunday, 18<sup>th</sup> September, 2016 to 05:00 PM on Wednesday, 21<sup>st</sup> September, 2016.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs (MCA), voting by show of hands was not permitted at the general meeting where e-voting has been offered to the shareholders. Therefore, at the 40<sup>th</sup> AGM, voting was conducted by means of e-voting ("remote e voting") and poll at the AGM.

Ms. Savita Jyoti, Practicing Company Secretary, M/s Savita Jyoti Associates was appointed by the Company as Scrutinizer for conducting e-voting and polling at AGM in fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes, received up to 05:00 PM on Wednesday, 21<sup>st</sup> September, 2016 and poll received till the conclusion of the meeting and submitted her report on 22<sup>nd</sup> September, 2016.

The consolidated Results, as per the Scrutinizers' Report dated 22<sup>nd</sup> September, 2016, are as follows:


<b>Resolution No.</b>	<b>Particulars</b>	<b>% of valid votes in Favour</b>	<b>% of valid votes in Against</b>
1.	<b>Resolution No.1: Ordinary Resolution</b> To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended 31 <sup>st</sup> March, 2016, together with the Board's Report, the report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.	99.9884	0.0116
2.	<b>Resolution No.2: Ordinary Resolution</b> To note the payment of interim dividend and declare final dividend for the financial year 2015-16.	100	Negligible

3.	<b>Resolution No.3: Ordinary Resolution</b> To appoint a Director in place of Shri Jayant Kumar (DIN 03010235), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.	97.9438	2.0562
4.	<b>Resolution No.4: Ordinary Resolution</b> To appoint a Director in place of Shri Radheshyam Mina (DIN 00149956), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India	97.5666	2.4334
5.	<b>Resolution No.5: Ordinary Resolution</b> To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2016-17	99.4898	0.5102
6.	<b>Resolution No.6: Ordinary Resolution</b> To ratify the remuneration of the Cost Auditors for the financial year 2016-17.	99.915	0.085
7.	<b>Resolution No.7: Ordinary Resolution</b> To appoint Shri Krishna Mohan Singh (DIN 02223301), as Chairman and Managing Director of the Company	99.2275	0.7725
8.	<b>Resolution No. 8 : Ordinary Resolution</b> To appoint Shri Ratish Kumar (DIN 06852735), as Director (Projects) of the Company.	97.4638	2.5362
9.	<b>Resolution No. 9: Ordinary Resolution</b> To appoint Shri Balraj Joshi (DIN: 07449990), as Director (Technical) of the Company.	97.9453	2.0547
10.	<b>Resolution No. 10: Ordinary Resolution</b> To appoint Shri Satya Prakash Mangal (DIN: 010529522), as an Independent director of the company.	99.9498	0.0502
11.	<b>Resolution No. 11: Ordinary Resolution</b> To appoint Prof. Arun Kumar (DIN: 07346292) as an Independent Director of the Company	99.9845	0.0155

12.	<b>Resolution No.12: Ordinary Resolution</b> To appoint Prof. Kanika T. Bhal (DIN: 06944916), as an Independent Director of the Company.	99.9763	0.0237
13	<b>Resolution No.13: Ordinary Resolution</b> To appoint Shri Farooq Khan (DIN: 07348321), as an Independent Director of the Company <i>Resolution was withdrawn vide addendum to the Notice dated 05.09.2016 (published in Business Standard (English and Hindi) on 07.09.2016)</i>	NA	NA
14.	<b>Resolution No.14: Special Resolution</b> To consider issue of secured/unsecured, redeemable, non-convertible debentures/bonds aggregating up to Rs 4500 crore through Private Placement.	99.9999	0.0001

Based on the Consolidated Report of Scrutinizer, all the resolutions (except Resolution No. 13 withdrawn vide addendum to the Notice dated 05.09.2016) as set out in the Notice of 40<sup>th</sup> AGM have been duly approved by the shareholders with requisite majority.

For NHPC Limited

  
(Jayant Kumar) 22/09/16  
Director (Finance)  
DIN 03010235

Date: 22.09.2016  
Place: Faridabad

CS. SAVITA JYOTI, B.Com., F.C.S.

**FORM No. MGT-13**  
**Report of Scrutiniser**

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015]

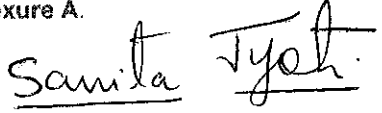
To,  
Director (Finance)  
NHPC Limited  
Sector-33, Faridabad,  
Haryana - 121 003

The (40<sup>th</sup>) Annual General Meeting of the Equity Shareholders of NHPC Limited (CIN L40101HR1975GOI032564) held on Thursday, the 22<sup>nd</sup> day of September, 2016 at 11.00 A.M. at Municipal Corporation Auditorium, NIT, Near B.K. Chowk, Faridabad - 121001.

Dear Sir,

We, Savita Jyoti Associates, Company Secretaries, Hyderabad is appointed as Scrutinizer by the Chairman & Managing Director, who has been authorized by the Board of Directors of NHPC Limited (the Company), for the purpose of:

- (i) Scrutinizing the e-voting process (remote e- voting) under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and;
  - (ii) Polling process through ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Rules, on the resolutions contained in the notice of 40<sup>th</sup> Annual General Meeting (AGM) of the equity shareholders of the Company, held on 22<sup>nd</sup> September, 2016 at 11:00 A.M. at Municipal Corporation Auditorium, NIT, Near B.K. Chowk, Faridabad-121001.
1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark.
  2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinised. There were 5 poll papers found in the ballot box.
  3. The remote e-voting period was open from 9.00 a.m. (IST) on 18<sup>th</sup> September, 2016 up to 5.00 p.m. (IST) on 21<sup>st</sup> September, 2016, after which the website of M/s Karvy Computershare Private Limited (M/s Karvy) for remote e-voting was closed.
  4. The report on remote e-voting is based on the data downloaded from the e-voting platform provided by M/s Karvy.
  5. The result of the remote e-voting resolution-wise is annexed herewith: **Annexure A.**
  6. The result of the polling resolution-wise is annexed herewith: **Annexure B.**

  
SAVITA JYOTHI, FCS 3738  
Practicing Company Secretary  
Certificate of Practice No. 179

**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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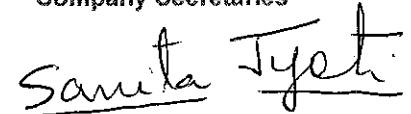
CS. SAVITA JYOTI, B.Com., F.C.S.

7. The consolidated result resolution-wise of remote e-voting and polling is annexed herewith:  
Annexure C.
8. Soft Copy of the list of equity shareholders who voted "FOR"/"AGAINST" for each resolution have been e-mailed to the Company Secretary.
9. The results and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

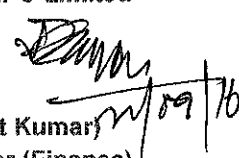
for Savita Jyoti Associates  
Company Secretaries



CS Savita Jyoti  
Scrutinizer  
FCS 3738; CP 1796

Place: Faridabad  
Dated: 22.09.2016

Counter signed by:  
For NHPC Limited



(Jayant Kumar)  
Director (Finance)  
DIN 03010235

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Practicing Company Secretary  
Certificate of Practice No.1796

**REMOTE E-VOTING RESULTS**

**Resolution No. 1 – Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31<sup>st</sup> March, 2016, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
446	10125279274	99.9884

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
8	1169907	0.0116

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
9	1683184

**Resolution No. 2 – Ordinary Resolution**

To note the payment of interim dividend and declare final dividend for the financial year 2015-16.

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
454	10128124022	100

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
6	4009	0

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
2	4284

**Resolution No. 3 – Ordinary Resolution**

To appoint a Director in place of Shri Jayant Kumar (DIN 03010235), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
355	9919871626	97.9438

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(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
101	208253907	2.0562

(iii) Invalid votes / Abstained :

Total number of members whose votes were declared invalid	Total number of votes cast by Them
7	6832

**Resolution 4 – Ordinary Resolution**

To appoint a Director in place of Shri Radheshyam Mina (DIN 00149956), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
328	9881671843	97.5666

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
126	246453405	2.4334

(iii) Invalid votes / Abstained :

Total number of members whose votes were declared invalid	Total number of votes cast by Them
8	7117

**Resolution 5 – Ordinary Resolution**

To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the financial year 2016-17

(i) Voted in favour of the resolution:

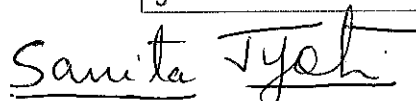
Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
410	10076382084	99.4898

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
49	51672402	0.5102

(iii) Invalid votes / Abstained :

Total number of members whose votes were declared invalid	Total number of votes cast by Them
5	5287



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E-mail: savitajyoti@yahoo.com

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**Resolution No. 6 – Ordinary Resolution**

To ratify the remuneration of the Cost Auditors for the financial year 2016-17.

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
426	10119443097	99.915

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
31	8611252	0.085

(iii) Invalid votes / Abstained :

Total number of members whose votes were declared invalid	Total number of votes cast by Them
5	5424

**Resolution 7 – Ordinary Resolution**

To appoint Shri Krishna Mohan Singh (DIN 02223301), as Chairman and Managing Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
396	10049216166	99.2275

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
58	78231436	0.7725

(iii) Invalid votes / Abstained :

Total number of members whose votes were declared invalid	Total number of votes cast by Them
9	612171

**Resolution 8 – Ordinary Resolution**

To appoint Shri Ratish Kumar (DIN 06852735), as Director (Projects) of the Company.

(i) Voted in favour of the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
328	9871182125	97.4638

(ii) Voted against the resolution:

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
128	256871031	2.5362



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(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
7	6617

**Resolution 9 – Ordinary Resolution**

To appoint Shri Balraj Joshi (DIN 07449990), as Director (Technical) of the Company.

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
356	9919953027	97.9453

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
100	208100129	2.0547

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
7	6617

**Resolution 10 – Ordinary Resolution**

To appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company.

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
430	10122969903	99.9498

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
25	5083253	0.0502

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
7	6617

**Resolution 11 – Ordinary Resolution**

To appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company.

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
430	10126486897	99.9845

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
26	1566259	0.0155

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
7	6617

**Resolution 12 – Ordinary Resolution**

To appoint Prof. Kanika T. Bhal(DIN 06944916), as an Independent Director of the Company.

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
431	10125648159	99.9763

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
26	2405282	0.0237

(iii) **Invalid votes / Abstained :**

Total number of members whose votes were declared invalid	Total number of votes cast by Them
6	6332

**Resolution 13 – Ordinary Resolution**

The Ordinary Resolution No. 13 for appointment of Shri Farooq Khan (DIN: 07348921) as an Independent Director of the Company was withdrawn by the Company vide addendum to the Notice dated 05.09.2016 (published in Business Standard (English and Hindi) on 07.09.2016).

Hence, this resolution was treated as withdrawn.

**Resolution 14 – Special Resolution**

To consider issue of secured/unsecured, redeemable, non-convertible debentures/bonds aggregating up to Rs. 4500 Crore through private placement.

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
440	10128043423	99.9999

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

Number of members voted by remote e-voting	Number of votes cast by them	% of total number of valid votes cast
18	11281	0.0001

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E-mail savitajyoti@yahoo.com

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(iii) Invalid votes / Abstained :

Total number of members whose votes were declared invalid	Total number of votes cast by Them
4	5069

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**RESULTS OF BALLOT/POLLING AT THE AGM**

**Resolution No. 1 – Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2016, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.

(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
5	18025	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
NIL	NIL	NA

(iii) Invalid votes / Abstained :

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

**Resolution No. 2 – Ordinary Resolution**

To note the payment of interim dividend and declare final dividend for the financial year 2015-16.

(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
5	18025	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
NIL	NIL	NA

(iii) Invalid votes / Abstained :

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

**Resolution No. 3 – Ordinary Resolution**

To appoint a Director in place of Shri Jayant Kumar (DIN 03010235), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India

(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
5	18025	100

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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
NIL	NIL	NA

(iii) **Invalid votes / Abstained :**

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

**Resolution 4 – Ordinary Resolution**

To appoint a Director in place of Shri Radheshyam Mina (DIN 00149956), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.

(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
4	17925	99.4452

(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	100	0.5548

(iii) **Invalid votes / Abstained :**

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

**Resolution 5 – Ordinary Resolution**

To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the financial year 2016-17

(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
5	18025	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
NIL	NIL	NA

(iii) **Invalid votes / Abstained :**

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

*Savita Jyoti*

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**Resolution No. 6 – Ordinary Resolution**

To ratify the remuneration of the Cost Auditors for the financial year 2016-17.

(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
5	18025	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
NIL	NIL	NA

(iii) **Invalid votes / Abstained :**

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

**Resolution 7 – Ordinary Resolution**

To appoint Shri Krishna Mohan Singh (DIN 02223301), as Chairman and Managing Director of the 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
5	18025	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
NIL	NIL	NA

(iii) **Invalid votes / Abstained :**

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

**Resolution 8 – Ordinary Resolution**

To appoint Shri Ratish Kumar (DIN 06852735), as Director (Projects) of the 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
5	18025	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
NIL	NIL	NA

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E-mail savitajyoti@yahoo.com

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(iii) **Invalid votes / Abstained :**

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

**Resolution 9- Ordinary Resolution**

To appoint Shri Balraj Joshi (DIN 07449990), as Director (Technical) of the 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
5	18025	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
NIL	NIL	NA

(iii) **Invalid votes / Abstained :**

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

**Resolution 10- Ordinary Resolution**

To appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the 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
5	18025	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
NIL	NIL	NA

(iii) **Invalid votes / Abstained :**

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

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Practicing Company Secretary  
Certificate of Practice No.1796

**Resolution 11- Ordinary Resolution**

To appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the 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
5	18025	100

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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
NIL	NIL	NA

(iii) **Invalid votes / Abstained :**

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

**Resolution 12- Ordinary Resolution**

To appoint Prof. Kanika T. Bhal (DIN 06944916), as an Independent Director of the 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
5	18025	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
NIL	NIL	NA

(iii) **Invalid votes / Abstained :**

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

**Resolution 13- Ordinary Resolution**

The Ordinary Resolution No. 13 for appointment of Shri Farooq Khan (DIN: 07348921) as an Independent Director of the Company was withdrawn by the Company vide addendum to the Notice dated 05.09.2016 (published in Business Standard (English and Hindi) on 07.09.2016).

Hence, this resolution was treated as withdrawn.

**Resolution 14- Special Resolution**

To consider issue of secured/unsecured, redeemable, non-convertible debentures/bonds aggregating up to Rs. 4500 Crore through 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
4	17925	99.4452

(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	100	0.5548

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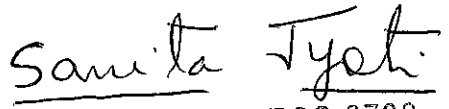
**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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(iii) **Invalid votes / Abstained :**

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

  
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**Consolidated Results**

Based on the result of remote e-voting and voting by poll paper(s) at the 40<sup>th</sup> Annual General Meeting, consolidated results of each item of the agenda as set out in the Notice dated 4<sup>th</sup> August, 2016 is as given below:

**Consolidated Results of Item No. 1 – Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2016, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	10125279274	18025	10125297299	99.9884
Dissent	1169907	NIL	1169907	0.0116
Invalid/Abstained	1683184	NIL	1683184	
Total	10128132365	18025	10128150390	

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority.

**Consolidated Results of Item No. 2 – Ordinary Resolution**

To note the payment of interim dividend and declare final dividend for the financial year 2015-16.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	10128124022	18025	10128142047	100
Dissent	4009	NIL	4009	Negligible
Invalid/Abstained	4284	NIL	4284	
Total	10128132315	18025	10128150340	

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated 4<sup>th</sup> August, 2016 is passed with requisite majority.

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**Consolidated Results of Item No. 3 – Ordinary Resolution**

To appoint a Director in place of Shri Jayant Kumar (DIN 03010235), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	9919871626	18025	9919889651	97.9438
Dissent	208253907	NIL	208253907	2.0562
Invalid/Abstained	6832	NIL	6832	
Total	10128132365	18025	10128150390	

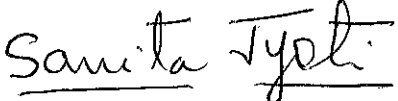
Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority

**Consolidated Results of Item No. 4 – Ordinary Resolution**

To appoint a Director in place of Shri Radheshyam Mina (DIN 00149956), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	9881671843	17925	9881689768	97.5666
Dissent	246453405	100	246453505	2.4334
Invalid/Abstained	7117	NIL	7117	
Total	10128132365	18025	10128150390	

Thus, the Ordinary Resolution as contained in Item No. 4 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority.

  
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**Consolidated Results of Item No. 5 – Ordinary Resolution**

To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the financial year 2016-17.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	10076382084	18025	10076400109	99.4898
Dissent	51672402	NIL	51672402	0.5102
Invalid/Abstained	5287	NIL	5287	
Total	10128059773	18025	10128077798	

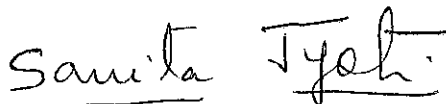
Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority.

**Consolidated Results of Item No. 6 – Ordinary Resolution**

To ratify the remuneration of the Cost Auditors for the financial year 2016-17.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	10119443097	18025	10119461122	99.915
Dissent	8611252	NIL	8611252	0.085
Invalid/Abstained	5424	NIL	5424	
Total	10128059773	18025	10128077798	

Thus, the Ordinary Resolution as contained in Item No. 6 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority.



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Certificate of Practice No.1796

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**Consolidated Results of Item No. 7 – Ordinary Resolution**

To appoint Shri Krishna Mohan Singh (DIN 02223301), as Chairman and Managing Director of the Company

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	10049216166	18025	10049234191	99.2275
Dissent	78231436	NIL	78231436	0.7725
Invalid/Abstained	612171	NIL	612171	
<b>Total</b>	<b>10128059773</b>	<b>18025</b>	<b>10128077798</b>	

Thus, the Ordinary Resolution as contained in Item No. 7 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority.

**Consolidated Results of Item No. 8 – Ordinary Resolution**

To appoint Shri Ratish Kumar (DIN 06852735), as Director (Projects) of the Company.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	9871182125	18025	9871200150	97.4638
Dissent	256871031	NIL	256871031	2.5362
Invalid/Abstained	6617	NIL	6617	
<b>Total</b>	<b>10128059773</b>	<b>18025</b>	<b>10128077798</b>	

Thus, the Ordinary Resolution as contained in Item No. 8 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority.

**Consolidated Results of Item No. 9 – Ordinary Resolution**

To appoint Shri Balraj Joshi (DIN 07449990), as Director (Technical) of the Company.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	9919953027	18025	9919971052	97.9453
Dissent	208100129	NIL	208100129	2.0547
Invalid/Abstained	6617	NIL	6617	
<b>Total</b>	<b>10128059773</b>	<b>18025</b>	<b>10128077798</b>	

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Thus, the Ordinary Resolution as contained in Item No. 9 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority

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**Consolidated Results of Item No. 10 – Ordinary Resolution**

To appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	10122969903	18025	10122987928	99.9498
Dissent	5083253	NIL	5083253	0.0502
Invalid/Abstained	6617	NIL	6617	
Total	10128059773	18025	10128077798	

Thus, the Ordinary Resolution as contained in Item No. 10 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority

**Consolidated Results of Item No. 11 – Ordinary Resolution**

To appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	10126486897	18025	10126504922	99.9845
Dissent	1566259	NIL	1566259	0.0155
Invalid/Abstained	6617	NIL	6617	
Total	10128059773	18025	10128077798	

Thus, the Ordinary Resolution as contained in Item No. 11 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority

**Consolidated Results of Item No. 12 – Ordinary Resolution**

To appoint Prof. Kanika T. Bhal (DIN 06944916), as an Independent Director of the Company.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	10125648159	18025	10125666184	99.9763
Dissent	2405282	NIL	2405282	0.0237
Invalid/Abstained	6332	NIL	6332	
Total	10128059773	18025	10128077798	

Thus, the Ordinary Resolution as contained in Item No. 12 of the Notice dated 4<sup>th</sup> August, 2016 is passed with requisite majority.

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Practicing Company Secretary  
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**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

CS. SAVITA JYOTI, B.Com., FCS

**Consolidated Results of Item No. 13- Ordinary Resolution**

The Ordinary Resolution No. 13 for appointment of Shri Farooq Khan (DIN: 07348921) as an Independent Director of the Company was withdrawn by the Company vide addendum to the Notice dated 05.09.2016 (published in Business Standard (English and Hindi) on 07.09.2016).

Hence, this resolution was treated as withdrawn.

**Consolidated Results of Item No. 14 - Special Resolution**

To consider issue of secured/unsecured, redeemable, non-convertible debentures/bonds aggregating up to Rs. 4500 Crore through private placement.

Particulars	Number of Votes contained in			Percentage
	Remote e-Votes	Votes by Poll at AGM	Total	
Assent	10128043423	17925	10128061348	99.9999
Dissent	11281	100	11381	0.0001
Invalid/Abstained	5069	NIL	5069	
Total	10128059773	18025	10128077798	

Thus, the Special Resolution as contained in Item No. 14 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority

Thanking you,

Yours faithfully,

for Savita Jyoti Associates  
Company Secretaries

CS Savita Jyoti  
Practicing Company Secretary  
FCS 3738; CP 1796

Place: Faridabad

Dated: 22.09.2016

*Savita Jyoti*

SAVITA JYOTHI, FCS 3738  
Practicing Company Secretary  
Certificate of Practice No.1796

Witness:

1

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2

*S. Balaji Rao*  
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A.N. Colony  
Hyderabad - 500004