



एनएचपीसी लिमिटेड
(भारत सरकार का उद्यम)

NHPC Limited
(A Government of India Enterprise)

संदर्भ सं./Ref. No. NH/CS/199

फोन/Phone : _____

दिनांक/Date : 13.10.2016

<p>Manager The Listing Department, M/s BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001</p> <p>मैनेजर, लिस्टिंग विभाग, बीएसई लिमिटेड पि.जे. टावर्स, दलालस्ट्रीट, मुंबई- 400 001 Scrip Code: 533098</p>	<p>General Manager The Listing Department M/s National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai- 400051</p> <p>महाप्रबंधक, लिस्टिंग विभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (ई), मुंबई - 400 051 Scrip Code: NHPC EQ</p>
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Sub: Minutes of 40th Annual General Meeting of NHPC Limited.

विषय: एनएचपीसी लिमिटेड की 40वीं वार्षिक आम बैठक का कार्यवृत्त के संदर्भ में ।

Sirs/महोदय,

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, please find enclosed herewith minutes of 40th Annual General Meeting of NHPC Limited held on September 22, 2016 duly approved by chairman of the Company.

This is for your record and information.

सेबी (लिस्टिंग दायित्वों और प्रकटीकरण आवश्यकताओं), विनियमन, 2015 के नियमन 30 के अनुसार एनएचपीसी लिमिटेड की 22 सितंबर, 2016 को आयोजित 40वीं वार्षिक आम बैठक का कार्यवृत्त विधिवत कंपनी के अध्यक्ष द्वारा अनुमोदित संलग्न प्राप्त करें ।

यह आपकी जानकारी और रिकॉर्ड के लिए है।

धन्यवाद,

संलग्न: उपरोक्त अनुसार

भवदीय

(विजय गुप्ता)
कंपनी सचिव 13/10/2016

MINUTE BOOK

MINUTES OF THE 40TH ANNUAL GENERAL MEETING OF THE MEMBERS OF NHPC LIMITED HELD ON THURSDAY, 22ND SEPTEMBER, 2016 AT MUNICIPAL CORPORATION AUDITORIUM, NIT, NEAR B. K. CHOWK, FARIDABAD – 121 001 (HARYANA).

TIME OF COMMENCEMENT: 11:00 A.M
TIME OF CONCLUSION: 11:50 A.M

PRESENT:

1.	Shri K.M. Singh	:	Chairman & Managing Director
2.	Shri Satya Prakash Mangal	:	Independent Director, Member of the Company and Chairman - Audit Committee
3.	Prof. Kanika T. Bhal	:	Independent Director, Chairman Stakeholders' Relationship Committee and Nomination & Remuneration Committee
4.	Shri R.S. Mina	:	Director and Member
5.	Shri Jayant Kumar	:	Director
6.	Shri Ratish Kumar	:	Director
7.	Shri Balraj Joshi	:	Director
8.	Smt. Krishna Tyagi	:	Director
9.	Shri Vijay Gupta	:	Company Secretary

By Invitation:

Statutory Auditors			
1.	Shri Mukesh Bansal	:	Authorized representative of M/s.S.N. Dhawan & Co., Chartered Accountants
2.	Shri Anil Sharma	:	Authorized representative of M/s. Ray & Ray, Chartered Accountants
Secretarial Auditor			
1.	Shri Sachin Agarwal	:	M/s. Agarwal S. & Associates, Company Secretaries
Scrutinizer			
1.	Ms. Savita Jyoti	:	M/s Savita Jyoti Associates, Company Secretaries

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1. 125 Members, representing 8288370292 shares, in person including one Nominee of Government of India holding 74.60% shares of the Company marked their attendance.
2. Shri K.M. Singh took the Chair. Thereafter, the Company Secretary introduced the Members of the Board present on the dais to the Shareholders. He also acknowledged the presence of Shri S.S. Rawat, Under Secretary to the Govt. of India, Ministry of Power, the authorized representative of the President of India. He also informed about the presence of Chairman of the Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee, to answer the queries, if any, of the Shareholders. Shri Mukesh Bansal and Shri Anil Sharma, authorized representatives of Joint Statutory Auditors were also present in the meeting along with Shri Sachin Agarwal, Secretarial Auditor.
3. The Company Secretary confirmed the presence of quorum to the Chairman, who declared the meeting to be in order. Thereafter, the Chairman requested Company Secretary to read the notice of the meeting. With the consent of the members the same was taken as read. The Company Secretary highlighted the items stated in the Notice for consideration in the Annual General Meeting. The Company Secretary also informed that Resolution no.13 has been withdrawn vide public advertisement dated 7th September, 2016.
4. The Company Secretary requested the Chairman to take over, for further proceedings.
5. Shri K.M. Singh, Chairman & Managing Director welcomed all those present in the 40th Annual General Meeting of NHPC Limited. He informed that Smt. Archana Agrawal, Govt. Nominee Director and Prof. Arun Kumar, Independent Director of the Company could not be present due to some pre-commitments.
6. The Chairman & Managing Director informed that the following documents were available for inspection during the continuance of the AGM:
 - a. Register of Members
 - b. Register of Directors & Key Managerial Personnel (KMP) and their shareholding
 - c. Register of contracts and arrangements in which Directors are interested
 - d. Register of Proxy
 - e. Independent Auditors' Report
 - f. Secretarial Audit Report along with other documents
7. With the consent of the members, Directors' Report along with annexures, the Audited Standalone and Consolidated Financial Statements, the copies of which were already with the shareholders were taken as read.
8. The Chairman & Managing Director also informed the house that the Company had provided electronic voting facility to its members to exercise their right to vote in respect of items proposed to be transacted at the Annual General Meeting from 18th September, 2016 (09:00 AM) to 21st September, 2016 (05:00 PM). The voting rights of the Shareholders were in proportion to the paid-up share capital of the Company as on the cut-off date which was 15th September, 2016. As per the Clarification issued by the Ministry of


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Corporate Affairs, those Shareholders who have cast their vote through electronic mechanism can take part in the meeting but are not allowed to vote again at the Meeting. However, Shareholders, who had not voted electronically, could cast their votes through Ballot paper, which were made available in the Auditorium. Ms Savita Jyoti (M/s Savita Jyoti Associates), Practicing Company Secretary, was appointed as scrutinizer to scrutinize the e-voting process and polling process at the AGM in a fair and transparent manner.

The Chairman & Managing Director then informed that since the counting of the votes and verification of the ballot papers would take some time, a final consolidated Scrutinizer report alongwith the result of the poll and the result of remote e-voting would be immediately intimated to the Stock exchanges. He further informed that results would also be uploaded at the website of the Company i.e. www.nhpcindia.com and that of the e-voting service provider i.e. <https://evoting.karvy.com> by 24th September, 2016.

On the request of Chairman & Managing Director, Ms. Savita Jyoti, Scrutinizer confirmed that the empty ballot boxes have been placed for the voting purpose.

9. With the consent of the members, the Chairman's Statement, the printed copy of which was already with the Shareholders, was taken as read. Chairman and Managing Director further highlighted performance of Company for the FY 2015-16 as under:

- Profits had increased to Rs. 2,440.14 crore as against Rs. 2,124.47 crore of the last year.
- The Company generated 23683 MUs of electricity, which was way ahead of 22,000 MUs committed for "Excellent" rating under Memorandum of Understanding signed with Ministry of Power, Govt. of India.
- Achievement of Plant Availability Factor (PAF) at 81.6% against the target of 78.5% for 'Excellent' rating under MOU with Ministry of Power, Govt. of India.
- Sales realization for the year 2015-16 stood at Rs. 8,031 crore.
- Addition of 80 MW installed capacity during the year with commissioning of Unit I & II (40 MW each) of Teesta Low Dam-IV H.E. Project (40 MW X 4), West Bengal. The remaining two units have also been commissioned during the current financial year.
- Uri-II Power Station (60 MW x 4), which was under complete shutdown since 20th November, 2014 due to major fire, has been fully restored.
- The dividend of Rs. 1.50 for the year 2015-16 is the highest dividend recommended till date. The total dividend pay-out will be Rs. 1660.60 crore which is 68.05% of the profit after tax.
- Nearing completion of 50 MW Wind Power Project in the Jaisalmer District of Rajasthan.
- As a listed Public Sector Enterprise, the Company has broadly complied with the requirements of Corporate Governance as stipulated in the Companies Act, 2013, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and DPE Guidelines on Corporate


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Governance and has aligned its Corporate Governance Philosophy to its corporate structure, conduct of business and disclosure practices:

- The Company aims to address social, economical and environmental concerns of its stakeholders including those directly impacted by its operations and activities. The Company had spent an amount of Rs. 72.68 crore on Corporate Social Responsibility and Sustainable Development activities in the year 2015-16. The Company has also actively participated in "Swachh Vidyalaya Abhiyaan" and constructed 7045 toilets in various parts of the Country. The other initiatives undertaken by the company include providing of medical, educational, sports facilities, etc. in remote locations of the country.
- Three hydroelectric projects which will have an installed capacity of 3130 MW are in construction stage. One 50 MW solar power project in Uttar Pradesh along with four hydroelectric projects namely Kiru, Kwar and Pakal Dul in Jammu & Kashmir (2164 MW) and Chamkharchhu (770MW) in Bhutan are envisaged through Joint Venture Companies.
- The speech of Chairman & Managing Director (CMD) concluded with thanks to the various stakeholders of NHPC.

10. The Chairman & Managing Director then requested Shri Mukesh Bansal, Authorized representative of Statutory Auditors and the Company Secretary to read the Independent Auditors' Report and Secretarial Audit Report, respectively. With the consent of members present in the meeting, Independent Auditors' Report and Secretarial Audit Report made by the auditors were taken as read. There was no qualification, observation or comments in the Statutory Auditors' Report. Attention of the Members present was drawn to the qualifications / observations in the Secretarial Audit Report and replies thereto given by the Board of Directors in their report.

Thereafter, the Company Secretary invited members for their suggestions, clarifications, if any on the agenda items as set out in the Notice of 40th Annual General Meeting.

The Chairman & Managing Director answered the queries raised by the Members.

11. The Chairman announced the proceedings of the 40th Annual General Meeting formally closed and informed that requisite quorum was present throughout the meeting. He also thanked the members for their participation and valuable suggestions on the working of the Company.

The Chairman & Managing Director also advised that the Shareholders/proxy holders while leaving the auditorium may drop their duly filled in ballot papers in the ballot box.


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12. The resolutions for the ordinary and special businesses as set out in the Notice of 40th Annual General Meeting of the Company, are recorded hereunder as a part of the proceedings of 40th Annual General Meeting of the Members held on 22.09.2016:

ORDINARY BUSINESS:

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:

"RESOLVED THAT the audited financial statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2016, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

Item No.2 - (Ordinary Resolution)

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

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend @ 15% (i.e. Rs. 1.50 per equity share) of the paid-up equity share capital of the Company inclusive of interim dividend @ 9.2% (i.e. Rs. 0.92 per equity share paid in February, 2016), amounting to Rs. 1660.60 crores (excluding dividend distribution tax) subject to rounding off the amount of dividend in terms of Companies(Central Government) General Rules & Forms Amendment Rules, 2014 be and is hereby declared out of the profits of the Company for the financial year 2015-16 and be paid to the Equity Shareholders of the Company whose names appear on the Company's Register of Members on 22nd September, 2016 in respect of physical shares and to the beneficial owners of the shares whose names appeared in the statement of Beneficial Ownership, as at the closure of business hours on 9th September, 2016 furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of dematerialized shares."



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:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Article 34 of the Articles of Association of the Company, Shri Jayant Kumar (DIN 03010235), who retires by rotation, be and is hereby re-appointed as a Director of the Company for the remaining/extended term at the pleasure of the President of India"

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:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Article 34 of the Articles of Association of the Company, Shri Radheshyam Mina (DIN 00149956), who retires by rotation, be and is hereby re-appointed as a Director of the Company for the remaining/extended term at the pleasure of the President of India"

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:

"RESOLVED THAT pursuant to the provisions of Section 142 read with relevant provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors be and is hereby authorized to fix the remuneration of Joint Statutory Auditors for the financial year 2016-17.

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 these resolutions."


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SPECIAL BUSINESS:**Item No.6 - (Ordinary Resolution)****To ratify the remuneration of the Cost Auditors for the financial year 2016-17:**

“RESOLVED THAT pursuant to the provisions of Section 148 read with applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2016-17, be and is hereby ratified as under:

- (a) Rs. 60,000/- per power station (excluding taxes, duties and TA/DA)
- (b) Rs. 50,000/- plus service tax for consolidation of cost audit reports of all the power stations by the Lead Cost Auditor and submission of consolidated cost audit report in form CRA-3.

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 these resolutions.”

Item No.7- (Ordinary Resolution)**To appoint Shri Krishna Mohan Singh (DIN 02223301), as Chairman and Managing Director of the Company:**

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the company, Shri Krishna Mohan Singh (DIN: 02223301), who was appointed as Chairman and Managing Director of the Company by the President of India, and subsequently appointed as an Additional Director by the Board of Directors with effect from 23rd September, 2015 to hold office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as Chairman and Managing Director of the Company, not liable to retire by rotation, on terms & conditions determined by the Govt. of India.”


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Item No.8 – (Ordinary Resolution)

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the company, Shri Ratish Kumar (DIN: 06852735), who was appointed as Director (Projects) of the Company by the President of India, and subsequently appointed as an Additional Director by the Board of Directors with effect from 06th January, 2016 to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as Director (Projects) of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India.”

Item No.9 – (Ordinary Resolution)

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the company, Shri Balraj Joshi (DIN 07449990), who was appointed as Director (Technical) of the Company by the President of India and subsequently appointed as an Additional Director by the Board of Directors with effect from 1st April, 2016 to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as Director (Technical) of the Company, liable to retire by rotation, on terms & conditions determined by the Govt. of India.”

Item No.10 – (Ordinary Resolution)

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the company, Shri Satya Prakash Mangal (DIN: 01052952), who was appointed as an Additional Director by the Board of Directors with effect from 26th November, 2015, to hold office until the date of this Annual General Meeting,



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and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the balance period of his appointment i.e. upto 17th November, 2018 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier ”

Item No.11 – (Ordinary Resolution)

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Prof. Arun Kumar (DIN 07346292), who was appointed as an Additional Director by the Board of Directors with effect from 26th November, 2015, to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to propose himself as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the balance period of his appointment i.e. upto 17th November, 2018 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier ”

Item No.12 – (Ordinary Resolution)

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Prof. Kanika T. Bhal (DIN 06944916), who was appointed as an Additional Director by the Board of Directors with effect from 26th November, 2015, to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from her signifying her intention to propose herself as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the balance period of her appointment i.e. upto 17th November, 2018 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier ”




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.

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:

“RESOLVED THAT pursuant to Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with relevant rules and any other applicable statutory provisions, the Board of Directors of the Company be and is hereby authorized to make offer(s) or invitation(s) to subscribe to the secured / unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, non-convertible debentures / bonds, in one or more series / tranches, aggregating up to Rs 4,500 crore (Rupees Four Thousand Five Hundred Crore), through private placement, in domestic market, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2017-18 whichever is earlier in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowings of the company approved by the shareholders under Section 180(1) (c) of Companies Act, 2013.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such Bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/interest rate, yield, listing, allotment and other terms and conditions of issue of Bonds as it may, in its absolute discretion, consider necessary.”

13. On the basis of Consolidated Report of the Scrutinizer for the remote e-voting from 18.09.2016 to 21.09.2016 and ballot/Poll at the AGM dated 22.09.2016, the summary of which is mentioned hereunder, the Director (Finance), duly authorized by CMD announced the results of the voting on 22nd September, 2016 as under:



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Brief Particulars of the Consolidated Report of the Scrutinizer for the remote-voting and for the Poll/ballot dated 22nd September, 2016:

Particulars		E-Voting results			Ballot/Polling at the AGM			Consolidated results		
		No. of members voted by remote e-voting	No. of votes cast by them	% of votes to total no. of valid votes cast	No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of votes to total no. of valid votes cast	Total No. of members who voted	Total votes cast by them	% of votes to total no. of valid votes cast
Ordinary Businesses:										
ITEM No.1 To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31 st March, 2016, together with the Board's Report, the Report of Auditors thereon and Comments of the Comptroller & Auditor General of India. (Ordinary Resolution)	Voted in favour of the resolution	446	10125279274	99.9884	5	18025	100	451	10125297299	99.9884
	Voted against the resolution	8	1169907	0.0116	Nil	Nil	N.A	8	1169907	0.0116
	Invalid votes/ Abstained	9	1683184		Nil	Nil		9	1683184	
ITEM NO. 2 To note the payment of interim dividend and declare final dividend for the financial year 2015-16. (Ordinary Resolution)	Voted in favour of the resolution	454	10128124022	100	5	18025	100	459	10128142047	100
	Voted against the resolution	6	4009	Negligible	Nil	Nil	N.A	6	4009	Negligible
	Invalid votes/ Abstained	2	4284		Nil	Nil		2	4284	
ITEM NO. 3 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	Voted in favour of the resolution	355	9919871626	97.9438	5	18025	100	360	9919889651	97.9438
	Voted against the resolution	101	208253907	2.0562	Nil	Nil	N.A	101	208253907	2.0562
	Invalid votes/ Abstained	7	6832		Nil	Nil		7	6832	

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pleasure of the President of India (Ordinary Resolution)										
ITEM NO. 4 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. (Ordinary Resolution)	Voted in favour of the resolution	328	988167 1843	97.566 6	4	17925	99.44 52	332	98816897 68	97.56 66
	Voted against the resolution	126	246453 405	2.4334	1	100	0.554 8	127	24645350 5	2.433 4
	Invalid votes/ Abstained	8	7117		Nil	Nil		8	7117	
ITEM NO. 5 To authorize Board of Directors of the company to fix the remuneration of the Joint Statutory Auditors for the financial year 2016-17 (Ordinary Resolution)	Voted in favour of the resolution	410	100763 82084	99.489 8	5	18025	100	415	10076400 109	99.48 98
	Voted against the resolution	49	516724 02	0.5102	Nil	Nil	N.A	49	51672402	0.510 2
	Invalid votes/ Abstained	5	5287		Nil	Nil		5	5287	
Special Businesses:										
ITEM NO. 6 To ratify the remuneration of the Cost Auditors for the financial year 2016-17. (Ordinary Resolution)	Voted in favour of the resolution	426	101194 43097	99.915	5	18025	100	431	10119461 122	99.91 5
	Voted against the resolution	31	861125 2	0.085	Nil	Nil	N.A	31	8611252	0.085
	Invalid votes/ Abstained	5	5424		Nil	Nil		5	5424	
ITEM NO. 7 To appoint Shri Krishna Mohan Singh (DIN 02223301), as Chairman and Managing Director of the Company. (Ordinary Resolution)	Voted in favour of the resolution	396	100492 16166	99.227 5	5	18025	100	401	10049234 191	99.22 75
	Voted against the resolution	58	782314 36	0.7725	Nil	Nil	N.A	58	78231436	0.772 5
	Invalid votes/ Abstained	9	612171		Nil	Nil		9	612171	
ITEM NO. 8 To appoint Shri Ratish Kumar (DIN	Voted in favour of the resolution	328	987118 2125	97.463 8	5	18025	100	33	98712001 50	97.46 38

CHAIRMAN'S INITIALS



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Saraswati
REGD.


06852735), as Director (Projects) of the Company. (Ordinary Resolution)	Voted against the resolution	128	256871031	2.5362	Nil	Nil	N.A	128	256871031	2.5362
	Invalid votes/ Abstained	7	6617		Nil	Nil		7	6617	
ITEM NO. 9 To appoint Shri Balraj Joshi (DIN 07449990), as Director (Technical) of the Company. (Ordinary Resolution)	Voted in favour of the resolution	356	9919953027	97.9453	5	18025	100	361	9919971052	97.9453
	Voted against the resolution	100	208100129	2.0547	Nil	Nil	N.A	100	208100129	2.0547
	Invalid votes/ Abstained	7	6617		Nil	Nil		7	6617	
ITEM NO. 10 To appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company. (Ordinary Resolution)	Voted in favour of the resolution	430	10122969903	99.9498	5	18025	100	435	10122987928	99.9498
	Voted against the resolution	25	5083253	0.0502	Nil	Nil	N.A	25	5083253	0.0502
	Invalid votes/ Abstained	7	6617		Nil	Nil		7	6617	
ITEM NO. 11 To appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company. (Ordinary Resolution)	Voted in favour of the resolution	430	10126486897	99.9845	5	18025	100	435	10126504922	99.9845
	Voted against the resolution	26	1566259	0.0155	Nil	Nil	N.A	26	1566259	0.0155
	Invalid votes/ Abstained	7	6617		Nil	Nil		7	6617	
ITEM NO. 12 To appoint Prof. Kanika T. Bhal(DIN 06944916), as an Independent Director of the Company. (Ordinary Resolution)	Voted in favour of the resolution	431	10125648159	99.9763	5	18025	100	436	10125666184	99.9763
	Voted against the resolution	26	2405282	0.0237	Nil	Nil	N.A	26	2405282	0.0237
	Invalid votes/ Abstained	6	6332		Nil	Nil		6	6332	
<p>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).</p> <p>Hence, this resolution was treated as withdrawn.</p>										
ITEM NO. 14 To consider issue of secured/unsecured, redeemable, non-convertible debentures/bonds aggregating up to Rs. 4500 Crore through private placement. (Special Resolution)	Voted in favour of the resolution	440	10128043423	99.9999	4	17925	99.4452	444	10128061348	99.9999
	Voted against the resolution	18	11281	0.0001	1	100	0.5548	19	11381	0.0001
	Invalid votes/ Abstained	4	5069		Nil	Nil		4	5069	

MINUTE BOOK

All the above resolutions, which were put to vote through remote e-voting and poll/ballot, were duly passed with requisite majority.

Date:


Place: Faridabad.


12/10/2016

(K.M. Singh)

Chairman and Managing Director

Compared with
approved Minutes
Neelan..


12/10/2016.

CHAIRMAN'S
INITIALS