

एक कदम स्वच्छता की ओर

एनएचपीसी लिमिटेड

(भारत सरकार का उद्यम)

**NHPC Limited**

(A Government of India Enterprise)

संदर्भ सं./Ref. No. NH/CS/199

फोन/Phone :

दिनांक/Date : 22.09.2016

<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, दलाल स्ट्रीट, 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: Proceeding and disclosure of Voting Result of 40<sup>th</sup> Annual General Meeting**

विषय: 40 वीं वार्षिक आम बैठक के कृति और मतदान के परिणाम के प्रकटीकरण के संदर्भ में।

Sirs/महोदय,

This is to inform that the 40<sup>th</sup> Annual General Meeting of NHPC Limited held today i.e. 22<sup>nd</sup> September, 2016 at 11:00 A.M. at MCF Auditorium, NIT, Near B.K. Chowk, Faridabad, Haryana - 121 001. In terms of Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements), Regulation, 2015 (Listing Regulations), proceeding of the 40<sup>th</sup> Annual General Meeting of Company is hereby submitted as Annexure- I. Further, in terms of Regulation 44(3) of SEBI(Listing Regulation) details regarding voting results in the specified format is submitted herewith in Annexure-II along with scrutinizer reports.

In addition to above, it is to inform that all resolutions set out in the Notice of 40<sup>th</sup> Annual General Meeting were duly approved by shareholders with requisite majority except agenda No. 13 which was withdrawn vide public advertisement given in Business Standard- English and Hindi dated 7th September, 2016.

It is requested to kindly disseminate the same on your websites.

आप को यह सूचित किया जाता है कि एनएचपीसी लिमिटेड की 40वीं वार्षिक आम बैठक आज यानी दिनांक 22 सितंबर 2016 को सुबह 11:00 बजे एम. सी. एफ. ऑडिटोरियम, बीके चौक के नजदीक, फरीदाबाद हरियाणा -121001 में हुई। सेबी (लिस्टिंग दायित्वों और प्रकटीकरण आवश्यकताओं), विनियमन, 2015 के नियमन 30 के अनुसार बैठक की proceedings अनुलग्नक - I में संलग्न है। इसके अलावा सेबी (लिस्टिंग दायित्वों और प्रकटीकरण आवश्यकताओं), विनियमन, 2015 के नियमन 44(3) के अनुसार मतदान के परिणाम निर्धारित प्रारूप में अनुलग्नक - II में संवीक्षक (scrutinizer) की रिपोर्ट के साथ संलग्न है।

इसके अलावा यह भी सूचित किया जाता है कि 40वीं वार्षिक आम बैठक के नोटिस में निर्धारित सभी प्रस्तावों (प्रस्ताव संख्या 13 के अतिरिक्त) को शेयरधारकों द्वारा विधिवत अपेक्षित बहुमत के साथ अनुमोदित किया गया। प्रस्ताव संख्या 13 को 7 सितंबर, 2016 के Business Standard (अंग्रेजी और हिन्दी) समाचार पत्र में दिए गए विज्ञापन के अनुसार वापिस ले लिए गया था।

कृपया यह सूचना अपनी वेबसाइट पर प्रसारित करें।

धन्यवाद,

भवदीय  
  
(विजय गुप्ता)  
कंपनी सचिव



NHPC Limited  
(A Government of India Enterprise)  
NHPC Office Complex, Sector-33, Faridabad- 121 003  
CIN- L40101HR1975GOI32564

Proceedings of the 40<sup>th</sup> Annual General Meeting held on Thursday, the 22<sup>nd</sup> September, 2016 at 11:00 A.M at Municipal Corporation Auditorium, NIT, Near B.K Chowk, Faridabad-121001.

125 Members present, in person, marked their attendance. These include one Nominee of Government of India holding 74.60% shares of the Company.

- I. Company Secretary welcomed the shareholders, auditors and introduced CMD & Directors to the shareholders.
- II. Company Secretary confirmed the presence of quorum to chairman, who declared meeting to be in order.
- III. Company Secretary read out the Notice of the meeting. Further, Company Secretary read out all the 14 resolutions proposed in the notice to be passed at the meeting. Company Secretary informed that resolution no. 13 has been withdrawn vide public advertisement given in Business Standard- English and Hindi dated 7<sup>th</sup> September, 2016.
- IV. Chairman & Managing Director addressed the shareholders and Directors.
- V. Chairman & Managing Director informed shareholders that the statutory and proxy registers were available for inspection of members during the meeting.
- VI. Thereafter, Directors' Report and Statement of Accounts were taken as read with the consent of members present in the meeting.
- VII. Chairman & Managing Director also informed shareholders that the Company has provided remote e-voting facility to members as on the cut-off date i.e 15<sup>th</sup> September, 2016 for a period of 4 days from 09:00 A.M on 18<sup>th</sup> September, 2016 to 05:00 P.M on 21<sup>st</sup> September, 2016 to enable them to cast their vote electronically on the items mentioned in the notice of AGM dated 4<sup>th</sup> August, 2016. He also explained the voting arrangements made through ballot paper at the venue of AGM and apprised that M/s Savita Jyoti Associates, Company Secretaries, has been appointed as Scrutinizer for the purpose of e-voting and physical voting process.
- VIII. It was informed that the result of the polling process along with the e-voting process shall be posted on the website of the company, after its approval by the Chairman & Managing Director subsequent to due process of scrutinization of the voting by scrutinizer M/s Savita Jyoti Associates, Company Secretaries.
- IX. Then the Chairman & Managing Director requested Independent Auditors to read their report and Company Secretary to read Secretarial Auditors' Report.
- X. With the consent of members present in the meeting the Independent Auditors' Report and Secretarial Auditors' Report were taken as read.
- XI. On invitation of the Company Secretary Members raised queries and made observations pertaining to the Annual Report and performance of the Company.
- XII. The Chairman & Managing Director and Director (Finance) replied to the queries, observations and provided necessary clarifications sought by members on various issues which inter-alia includes performance of Company, future plans, issues relating to financial statements and the major initiatives of the Company.

A handwritten signature in black ink, appearing to be a stylized 'S' or 'J' followed by a long horizontal stroke.

XIII. The following resolutions proposed as per the notice of the meeting were passed at the AGM with requisite majority:

**ORDINARY BUSINESS:**

1. 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.
2. To note the payment of interim dividend and declare final dividend for the financial year 2015-16.
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 pleasure of the President of India.
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.
5. To authorize the Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2016-17.

**SPECIAL BUSINESS:**

6. To ratify the remuneration of the Cost Auditors for the financial year 2016-17.
7. To appoint Shri Krishna Mohan Singh (DIN 02223301), as Chairman and Managing Director of the Company.
8. To appoint Shri Ratish Kumar (DIN 06852735), as Director (Projects) of the Company.
9. To appoint Shri Balraj Joshi (DIN 07449990), as Director (Technical) of the Company.
10. To appoint Shri Satya Prakash Mangal (DIN 01052952), as an Independent Director of the Company.
11. To appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company.
12. To appoint Prof. Kanika T. Bhal (DIN 06944916), as an Independent Director of the Company.
13. To appoint Shri. Farooq Khan (DIN 07348921), as an Independent Director of the Company. #
14. To consider issue of secured/unsecured, redeemable, non-convertible debentures/bonds aggregating upto Rs. 4500 crore through private placement.

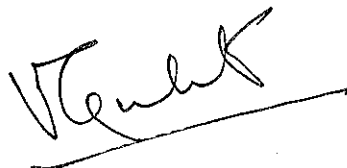
*# Resolution withdrawn vide public advertisement given in Business Standard- English and Hindi dated 7th September, 2016.*

XIV. Thereafter the Chairman & Managing Director declared the closure of the meeting.

XV. The proceedings of the meeting concluded at 11:50 A.M with the vote of thanks.

The result of voting will be intimated to the Stock exchanges in the specified format under Regulation 44(3) of LODR, 2015 within prescribed time along with scrutinizers report and the details of the said results will also be uploaded on the website of the Company as well as e-voting agency.

It is hereby confirmed that the meeting was called, convened, held and concluded as per the provisions of the Companies Act, 2013, the rules notified there under and secretarial standards of ICSI.



<b>NMPC LIMITED</b>	
Date of the AGM/EGM	22-09-2016
Total number of shareholders on record date	849937
No. of shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	1
- Public:	124
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoter Group:	Not Applicable
- Public:	Not Applicable

**Agenda Wise disclosure**

Agenda No. 1	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.		<b>ORDINARY</b>					
Resolution required: (Ordinary/ Special)						ORDINARY		
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	Total	8258581781	8258581781	100	8258581781	0	100	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Poll	8258581781	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	1567020058	1346254694	85.9118	1345088996	1165698	99.9134	0.0866
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Poll	1567020058	1346254694	85.9118	1345088996	1165698	99.9134	0.0866
Public- Non Institutions	Total	1245066657	521630731	41.8958	521626522	4209	99.9992	0.0008
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Poll	1245066657	521630731	41.8958	521626522	4209	99.9992	0.0008
Total	14870668496	10126467206	91.47114476	10125297299	1169907	99.98844704	0.01152963	



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Agenda No. 2

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

ORDINARY

Resolution required: (Ordinary/ Special)

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	8258581781	8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll	8258581781	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8258581781	0	0.0000	00	0	0.0000	0.0000
	Total	8258581781	8258581781	100	8258581781	0	100	0
Public- Institutions	E-Voting	1567020058	1347924409	86.0183	1347924409	0	100.0000	0.0000
	Poll	1567020058	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1567020058	0	0.0000	00	0	0.0000	0.0000
	Total	1567020058	1347924409	86.0183	1347924409	0	100	0
Public- Non Institutions	E-Voting	1245066657	521621841	41.8951	521617832	4009	99.9992	0.0007
	Poll	1245066657	18025	0.0014	18025	0	100.0000	0.0000
	Postal Ballot (if applicable)	1245066657	0	0.0000	00	0	0.0000	0.0000
	Total	1245066657	521639866	41.8965	521635857	4009	99.9992	0.0008
	Total	11070668496	10128146056	91.48630961	10128142047	4009	99.99996042	3.95828E-05

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Agenda 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 pleasure of the President of India.

ORDINARY

Resolution required: (Ordinary/ Special)  
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	8258581781	8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll	8258581781	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8258581781	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	8258581781	8258581781	100	8258581781	0	100	0
	E-Voting	1347924409	1347924409	86.0183	1139682581	208241828	84.5509	15.4490
	Poll	1567020058	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	1567020058	0	0.0000	00	0	0.0000	0.0000
	Total	1567020058	1347924409	86.0183	1139682581	208241828	84.5509	15.4491
	E-Voting	1245066657	521619343	41.8949	521607264	12079	99.9976	0.0023
Public- Non Institutions	Poll	1245066657	18025	0.0014	18025	0	100.0000	0.0000
	Postal Ballot (if applicable)	1245066657	0	0.0000	00	0	0.0000	0.0000
	Total	1245066657	521637368	41.8963	521625289	12079	99.9977	0.0023
Total	11070668496	10128143558	91.48628704	9919889651	208253907	97.94380968	2.056190316	

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Agenda 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.

Resolution required: (Ordinary/Special)

ORDINARY

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	8258581781	8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll	8258581781	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8258581781	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	8258581781	8258581781	100	8258581781	0	100	0
	E-Voting	1347924409	1347924409	86.0183	1101485725	246438684	81.7171	18.2828
	Poll	1567020058	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	1567020058	0	0.0000	00	0	0.0000	0.0000
	Total	1567020058	1347924409	86.0183	1101485725	246438684	81.7172	18.2828
	E-Voting	1245066657	521619058	41.8949	521604337	14721	99.9971	0.0028
Public- Non Institutions	Poll	1245066657	18025	0.0014	17925	100	99.4452	0.5547
	Postal Ballot (if applicable)	1245066657	0	0.0000	00	0	0.0000	0.0000
	Total	1245066657	521637083	41.8963	521622262	14821	99.9972	0.0028
Total	11070668496	10128143273	91.48628447	9881689768	246453505	97.56664674	2.433353265	

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Agenda 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.

Resolution required: (Ordinary/ Special)

ORDINARY

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	8258581781	8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	8258581781	8258581781	100	8258581781	0	100	0
	E-Voting	1347851817	1347851817	86.0137	1296191407	51660410	96.1672	3.8327
	Poll	0	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	1567020058	0	0.0000	00	51660410	0.0000	3.8328
	Total	1567020058	1347851817	86.0137	1296191407	51660410	96.1672	3.8328
	E-Voting	521620888	521620888	41.8950	521608896	11992	99.9977	0.0022
Public- Non Institutions	Poll	1245066657	18025	0.0014	18025	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	1245066657	521638913	41.8964	521626921	11992	99.9977	0.0023
Public- Non Institutions	Total	1245066657	521638913	41.8964	521626921	11992	99.9977	0.0023
	Total	1070668496	10728072511	91.48564529	10076400109	51672402	99.48981011	0.51018989

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Agenda No.6 To ratify the remuneration of the Cost Auditors for the financial year 2016-17.

Resolution required: (Ordinary/ Special) ORDINARY

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	8258581781	8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll	8258581781	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	8258581781	8258581781	100	8258581781	0	100	0
	E-Voting	1347851817	1347851817	86.0137	1339252459	8599358	99.3619	0.6380
	Poll	1567020058	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	4567020058	1347851817	86.0137	1339252459	8599358	99.362	0.638
	E-Voting	1245066657	521620751	41.8950	521608857	11894	99.9977	0.0022
Public- Non Institutions	Poll	1245066657	18025	0.0014	18025	0	100.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
	Total	1245066657	521638776	41.8964	521626882	11894	99.9977	0.0023
Total	11070668496	10128072374	91.48564405	10119461122	8611252	99.9149764	0.085023603	

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Agenda No. 7

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

ORDINARY

Resolution required: (Ordinary/ Special)

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	8258581781	8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll	8258581781	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	8258581781	8258581781	100	8258581781	0	100	0
	E-Voting	1347246563	1347246563	85.9751	1269029036	78217527	94.1942	5.8057
	Poll	1567020058	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	1245066657	18025	0.0014	18025	0	100.0000	0.0000
	Total	1245066657	521637283	41.8963	521623374	13909	99.9973	0.0027
	Total	11070668996	1012746527	91.48016338	10049234491	78231436	99.22753195	0.772468048

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22/9/19

Agenda No: 8 To appoint Shri Ratish Kumar (DIN 06852735), as Director (Projects) of the Company.

ORDINARY

Resolution required: (Ordinary/ Special) No  
 Whether promoter/ promoter group are interested in the agenda/resolution?

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	8258581781	8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll	8258581781	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8258581781	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	8258581781	8258581781	100	8258581781	0	100	0
	E-Voting	1567020058	1347851817	86.0137	1090994545	256857272	80.9432	19.0567
	Poll	1567020058	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	1245066657	18025	0.0014	18025	0	100.0000	0.0000
	Total	1245066657	521637583	41.8963	521623824	13759	99.9974	0.0026
	Total	11070868496	10128071181	91.48563327	9871200150	256871031	97.46377147	2.536228532

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22/19

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Agenda No. 9 To appoint Shri Balraj Joshi (DIN 07449990), as Director (Technical) of the Company.

Resolution required: (Ordinary/Special) ORDINARY

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	8258581781	8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll	8258581781	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	8258581781	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	8258581781	8258581781	100	8258581781	0	100	0
	E-Voting	1347851817	1347851817	86.0137	1139765297	208086520	84.5616	15.4383
	Poll	1567020058	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	1567020058	0	0.0000	00	0	0.0000	0.0000
	Total	1567020058	1347851817	86.0137	1139765297	208086520	84.5616	15.4384
	E-Voting	1245066657	521619558	41.8949	521605949	13609	99.9973	0.0026
Public- Non Institutions	Poll	1245066657	18025	0.0014	18025	0	100.0000	0.0000
	Postal Ballot (if applicable)	1245066657	0	0.0000	00	0	0.0000	0.0000
	Total	1245066657	521637583	41.8963	521623974	13609	99.9974	0.0026
Total	11070668496	10128071181	91.4856327	9919971052	208100129	97.94531332	2.054686675	

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22/11/16

Agenda No. 10

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

ORDINARY

Resolution required: (Ordinary/Special)

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		8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll	8258581781	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	8258581781	8258581781	100	8258581781	0	100	0
Public- Institutions	E-Voting		1347851817	86.0137	1342782048	5069769	99.6238	0.3761
	Poll	1567020058	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1567020058	1347851817	86.0137	1342782048	5069769	99.6239	0.3761
Public- Non Institutions	E-Voting		521619558	41.8949	521606074	13484	99.9974	0.0025
	Poll	1245066657	18025	0.0014	18025	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1245066657	521637583	41.8963	521624099	13484	99.9974	0.0026
	Total	11078668496	10128071181	91.4856327	101222987928	5083253	99.94981026	0.050189744

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Agenda No. 11 To appoint Prof. Arun Kumar (DIN 07346292), as an Independent Director of the Company.

Resolution required: (Ordinary/ Special) ORDINARY

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		8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		8258581781	0	00	0	0.0000	0.0000
	Total	8258581781	8258581781	100	8258581781	0	100	0
Public- Institutions	E-Voting		1347851817	86.0137	1346299450	1552367	99.8848	0.1151
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		1567020058	0	00	0	0.0000	0.0000
	Total	1567020058	1347851817	86.0137	1346299450	1552367	99.8848	0.1152
Public- Non Institutions	E-Voting		521619558	41.8949	521605666	13892	99.9973	0.0026
	Poll		1245066657	0.0014	18025	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1245066657	521619558	41.8963	521623691	13892	99.9973	0.0027
	Total	11070668496	10128071181	91.48563327	10126504922	1566259	99.98453547	0.015464534

22/9/11

22/9/11

Agenda No. 12

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

Resolution required: (Ordinary/ Special)

ORDINARY

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		8258581781	100.0000	8258581781	0	100.0000	0.0000
	Poll	8258581781	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	8258581781	8258581781	100	8258581781	0	100	0
Public- Institutions	E-Voting		1347851817	86.0137	1345460237	2391580	99.8225	0.1774
	Poll	1567020058	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1567020058	1347851817	86.0137	1345460237	2391580	99.8226	0.1774
Public- Non Institutions	E-Voting		521619843	41.8949	521606141	13702	99.9973	0.0026
	Poll	1245066657	18025	0.0014	18025	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1245066657	521637868	41.8963	521624166	13702	99.9974	0.0026
	Total	11070668496	10128071466	91.48563585	10125666184	2405282	99.97625133	0.023748667

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Agenda No. 13

To appoint Shri Farooq Khan (DIN:07348921), as an Independent Director of the Company--Resolution withdrawn vide public advertisement given in Business Standard- English and Hindi dated 7th September, 2016. Hence, this resolution was treated as withdrawn.

ORDINARY

Resolution required: (Ordinary/ Special)  
 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
	E-Voting	Postal Ballot (if applicable)							
Promoter and Promoter Group	Total		8258581781	0	0	00	0	0	0
	E-Voting			0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total		1567020058	0	0.0000	00	0	0.0000	0.0000
	E-Voting			0	0	00	0	0.0000	0.0000
	Postal Ballot (if applicable)			0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Total		1245066657	0	0.0000	00	0	0.0000	0.0000
	E-Voting			0	0	18025	0	99.9970	0.0029
	Postal Ballot (if applicable)			0	0.0000	00	0	100.0000	0.0000
Total			11070668496	0	0	0	0	0	0

22/9/16

22/9/16



Agenda No. 14	To consider issue of secured/unsecured redeemable non-convertible debentures/bonds aggregating up to Rs. 4500 Crore through private placement.									
Resolution required: (Ordinary/ Special)	SPECIAL									
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		8258581781	100.0000	8258581781	0	100.0000	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0.0000	
Public- Institutions	Total		8258581781	100	8258581781	0	100	0	0	
	E-Voting		1347851817	86.0137	1347851817	0	100.0000	0.0000	0.0000	
	Poll		0	0.0000	00	0	0.0000	0.0000	0.0000	
Public- Non Institutions	Postal Ballot (if applicable)		1567020058	0.0000	00	0	0.0000	0.0000	0.0000	
	Total		1347851817	86.0137	1347851817	0	100	0	0	
	E-Voting		521621106	41.8950	521609825	11281	99.9978	0.0021	0.0021	
Public- Non Institutions	Poll		18025	0.0014	17925	100	99.4452	0.5547	0.5547	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0.0000	
	Total		521639131	41.8964	521627750	11381	99.9978	0.0022	0.0022	
Total		11070668496	10128072729	91.48564725	10128061348	11381	99.9988763	0.000112371	0.000112371	

All resolutions set out in the Notice of 40th Annual General Meeting were duly approved by shareholders with requisite majority except agenda No. 13 withdrawn vide public advertisement given in Business Standard- English and Hindi dated 7th September, 2016.



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**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]

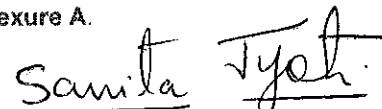
To,  
Director (Finance)  
NHPC Limited  
Sector-33, Faridabad,  
Haryana – 121 003

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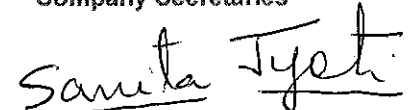
CS. SAVITA JYOTI, B.Com., F.C.S.

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,

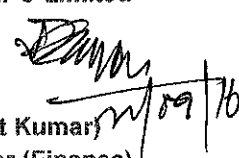
for Savita Jyoti Associates  
Company Secretaries



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

SAVITA JYOTHI, FCS 3738  
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



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

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

(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

*Savita Jyoti*

SAVITA JYOTHI, FCS 3738  
Practicing Company Secretary

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

**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

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

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

(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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Practicing Company Secretary

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**COMPANY SECRETARIES**

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CS. SAVITA JYOTI, B.Com., FCS

(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

**SAVITA JYOTI ASSOCIATES**  
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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

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Practicing Company Secretary

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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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**SAVITA JYOTI ASSOCIATES**  
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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

*Savita Jyoti*  
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Practicing Company Secretary  
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**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:

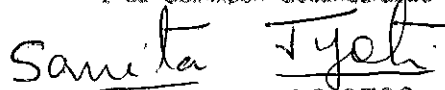
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
4	17925	99.4452

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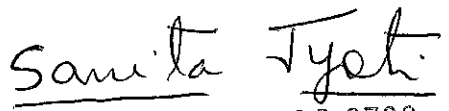
**SAVITA JYOTI ASSOCIATES**  
**COMPANY SECRETARIES**

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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	
<b>Assent</b>	10125279274	18025	10125297299	99.9884
<b>Dissent</b>	1169907	NIL	1169907	0.0116
<b>Invalid/Abstained</b>	1683184	NIL	1683184	
<b>Total</b>	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	
<b>Assent</b>	10128124022	18025	10128142047	100
<b>Dissent</b>	4009	NIL	4009	Negligible
<b>Invalid/Abstained</b>	4284	NIL	4284	
<b>Total</b>	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.

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

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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	

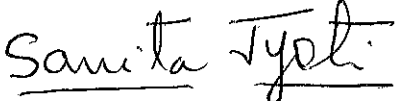
Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority

**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	

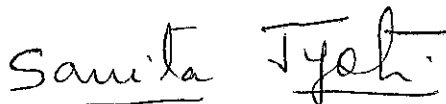
Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated 4<sup>th</sup> August, 2016, is passed with requisite majority.

**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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**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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**SAVITA JYOTI, FCS 37**  
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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

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

**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.

E-86 Sainikpuri Secunderabad 500 094. (Near Canara Bank) Ph 040-27110559 Mobile +91 98495 10559

E-mail savitajyoti@yahoo.com

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



**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

*S.V. Raju*  
EWS-422 KPHB Colony  
Hyderabad - 500072

2

*S. Balaji Reddy*  
P.No. 302 VITAY VATHIBAN  
APMS  
A-N. Colony  
Hyderabad - 500004