JAIPRAKASH
ASSOCIATES LIMITED

Ref: JAL:SEC:2014

September 29, 2014

The Manager
Listing Department
National Stock Exchange of India Ltd
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex,
Bandra (E),
Mumbai -400 051

Fax No.: 022-26598237/38
022-26598347/48

BSE Limited
25th Floor, New Trading Ring,
Rotunda Building,
P J Towers, Dalal Street, Fort,
Mumbai - 400 001

Fax No.: 022-22723121/2037
2039/2041

Sub.: Declaration of Results alongwith Scrutinizer's Report regarding Resolutions passed at the 17th Annual General Meeting of the Members of the Company held on 27th September 2014

Dear Sirs,

Pertaining to the resolutions passed at the 17th Annual General Meeting of the Members of the Company held on Saturday, 27th September 2014 at 10.30 AM at Jaypee Public School, Sector 128, Noida 201304 (U.P.), please find enclosed herewith the Declaration of Results as declared by the Chairman alongwith Scrutinizer's Report.

The same is being uploaded on the website of Company (www.jalindia.com) as well as on website of CDSL (www.cdslindia.com).

Thanking you,

Yours faithfully,
For JAIPRAKASH ASSOCIATES LIMITED

(Harish K. Vaid)
Sr. President (Corporate Affairs) &
Company Secretary

Encl: As above.

JAYPEE GROUP

Corp. & Regd. Office : Sector-128, Noida-201304, Uttar Pradesh (India)
Ph. : +91 (120) 4609000, 2470800 Fax : +91 (120) 4609464, 4609496
Delhi Office : 'JA House', 63, Basant Lok, Vasant Vihar, New Delhi - 110 057 (India)
Ph. : +91 (11) 26141540, 26147411 Fax : +91 (11) 26145389, 26143591
E-mail : For Shareholders : jal.investor@jalindia.co.in
For Fixed Deposits : jalinvestor@jalindia.co.in
Website : www.jalindia.com CIN : L14106UP1995PLC019017

JAIPRAKASH ASSOCIATES LIMITED

DECLARATION OF RESULTS OF E-VOTING/ VOTING BY POLL IN RESPECT OF THE 17TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JAIPRAKASH ASSOCIATES LIMITED' HELD ON SATURDAY, SEPTEMBER 27, 2014 AT 10.30 A.M. AT JAYPEE PUBLIC SCHOOL, SECTOR – 128, NOIDA – 201304 (U.P.).

On the basis of the reports submitted by Shri Ashok Tyagi, Practising Company Secretary (Membership No. FCS 2968), the Scrutinizer and Shri M.L. Arora, Practising Company Secretary (Membership No. FCS 0319), Alternate Scrutinizer appointed for the purpose of Scrutinizing the e-voting, which started on September 21, 2014 at 9.00 A.M. and ended on September 23, 2014 at 6.00 P.M., and the Poll process, which was conducted on Saturday, September 27, 2014, for the 17th Annual General Meeting of the Company, in a fair and transparent manner, I declare the Result of the voting on the Resolutions by the Members of the Company as contained in the Notice of Annual General Meeting dated May 27, 2014 as follows:

Resolution No. 1 (Ordinary)

To receive, consider and adopt the audited financial statements viz. Balance Sheet as at March 31, 2014, the statement of profit & Loss for the year ended on that date and reports of the Directors and Auditors thereon

Total votes	**2,432,456,975**
Total valid votes cast	**1,405,143,580**
Total votes cast in favour of the Resolution	**1,405,141,563**
Total votes cast against the Resolution	**2,017**
%age of valid votes cast in favour of the Resolution	**100.00%**
%age of valid votes cast against the Resolution	**0.00%**

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

Resolution No. 2 (Ordinary)

To appoint a Director in Place of Shri Rahul Kumar (DIN 00020779) who retires by rotation and being eligible, offers himself for re-appointment.

Total votes	**2,432,456,975**
Total valid votes cast	**1,406,027,647**
Total votes cast in favour of the Resolution	**1,209,653,772**
Total votes cast against the Resolution	**196,373,875**
%age of valid votes cast in favour of the Resolution	**86.03%**
%age of valid votes cast against the Resolution	**13.97%**

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

Resolution No. 3 (Ordinary)

To appoint a Director in Place of Shri Sarat Kumar Jain (DIN 00010073) who retires by rotation and being eligible, offers himself for re-appointment.

Total votes	**2,432,456,975**
Total valid votes cast	**1,406,027,437**
Total votes cast in favour of the Resolution	**1,199,332,360**
Total votes cast against the Resolution	**206,695,077**
%age of valid votes cast in favour of the Resolution	**85.30%**
%age of valid votes cast against the Resolution	**14.70%**

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

Resolution No. 4 (Ordinary)

To appoint **M/s M.P. Singh & Associates, Chartered Accountants, (Firm Registration No.002183C)** as Statutory Auditors of the Company for three consecutive financial years i.e. for 2014-15, 2015-16 & 2016-17, to hold office from the conclusion of this Annual General Meeting until the conclusion of the **20th Annual General Meeting,** subject to ratification by the Shareholders at every Annual General Meeting, and to fix their remuneration.

Total votes	**2,432,456,975**
Total valid votes cast	**1,406,157,840**
Total votes cast in favour of the Resolution	**1,405,800,539**
Total votes cast against the Resolution	**357,301**
%age of valid votes cast in favour of the Resolution	**99.97%**
%age of valid votes cast against the Resolution	**0.03%**

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

Resolution No. 5 (Ordinary)

Appointment of Shri Shiva Dixit (DIN 00227844) as a Director.

Total votes	**2,432,456,975**
Total valid votes cast	**1,406,027,611**
Total votes cast in favour of the Resolution	**1,201,452,316**
Total votes cast against the Resolution	**204,575,295**
%age of valid votes cast in favour of the Resolution	**85.45%**
%age of valid votes cast against the Resolution	**14.55%**

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

Resolution No. 6 (Ordinary)

Appointment of Shri R.N Bhardwaj (DIN 01571764) as an Independent Director.

Total votes	**2,432,456,975**
Total valid votes cast	**1,405,209,677**
Total votes cast in favour of the Resolution	**1,376,530,374**
Total votes cast against the Resolution	**28,679,303**
%age of valid votes cast in favour of the Resolution	**97.96%**
%age of valid votes cast against the Resolution	**2.04%**

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

Resolution No. 7 (Ordinary)

Appointment of Dr. B. Samal as an Independent Director.

Total votes	**2,432,456,975**
Total valid votes cast	**1,405,080,287**
Total votes cast in favour of the Resolution	**1,182,161,326**
Total votes cast against the Resolution	**222,918,961**
%age of valid votes cast in favour of the Resolution	**84.13%**
%age of valid votes cast against the Resolution	**15.87%**

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

Resolution No. 8 (Ordinary)

Appointment of Shri V.K Chopra as an Independent Director.

As per the announcement made at the AGM, the resolution no. 8 was dropped as Shri V. K. Chopra had tendered his resignation vide his letter dated 16th September 2014, intimation whereof was received after the issuance of the notice by the Company. Thus, the votes cast by e-voting or at poll by some shareholders/proxies were not considered.

Resolution No. 9 (Ordinary)

Appointment of Ms. Homai A. Daruwalla as an Independent Director.

Total votes	**2,432,456,975**
Total valid votes cast	**1,406,157,012**
Total votes cast in favour of the Resolution	**1,404,510,321**
Total votes cast against the Resolution	**1,646,691**
%age of valid votes cast in favour of the Resolution	**99.88%**
%age of valid votes cast against the Resolution	**0.12%**

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

Resolution No. 10 (Ordinary)

Appointment of Shri S.C Bhargava as an Independent Director.

Total votes	**2,432,456,975**
Total valid votes cast	**1,405,210,477**
Total votes cast in favour of the Resolution	**1,376,531,800**
Total votes cast against the Resolution	**28,678,677**
%age of valid votes cast in favour of the Resolution	**97.96%**
%age of valid votes cast against the Resolution	**2.04%**

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

Resolution No. 11 (Ordinary)

Appointment of Shri B.K Goswami as an Independent Director.

Total votes	**2,432,456,975**
Total valid votes cast	**1,406,157,015**
Total votes cast in favour of the Resolution	**1,404,510,791**
Total votes cast against the Resolution	**1,646,224**
%age of valid votes cast in favour of the Resolution	**99.88%**
%age of valid votes cast against the Resolution	**0.12%**

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

Resolution No. 12 (Ordinary)

Appointment of Shri K.N Bhandari as an Independent Director.

Total votes	**2,432,456,975**
Total valid votes cast	**1,406,157,815**
Total votes cast in favour of the Resolution	**1,382,738,745**
Total votes cast against the Resolution	**23,419,070**
%age of valid votes cast in favour of the Resolution	**98.33%**
%age of valid votes cast against the Resolution	**1.67%**

Since the votes cast in favour of the above Resolution are more than the votes cast against the Resolution,I hereby declare that Resolution No. 12 has been passed as an **Ordinary Resolution**.

Resolution No. 13 (Special)

Borrowings Powers of the Board

Total votes	**2,432,456,975**
Total valid votes cast	**1,289,877,785**
Total votes cast in favour of the Resolution	**1,279,765,044**
Total votes cast against the Resolution	**10,112,741**
%age of valid votes cast in favour of the Resolution	**99.22%**
%age of valid votes cast against the Resolution	**0.78%**

Since the votes cast in favour of the above Resolution are more than three times the votes cast against the Resolution, I hereby declare that Resolution No. 13 has been passed as a **Special Resolution**.

Resolution No. 14 (Special)

Creation of Charge/Mortgage on the Movable and/or Immoveable properties of the Company, both present and future in favour of lenders

Total votes	**2,432,456,975**
Total valid votes cast	**1,289,271,768**
Total votes cast in favour of the Resolution	**1,279,118,739**
Total votes cast against the Resolution	**10,153,029**
%age of valid votes cast in favour of the Resolution	**99.21%**
%age of valid votes cast against the Resolution	**0.79%**

Since the votes cast in favour of the above Resolution are more than three times the votes cast against the Resolution, I hereby declare that Resolution No. 14 has been passed as a **Special Resolution**.

Resolution No. 15 (Special)

Private placement of Non-Convertible Debentures ad other Debt Securities

Total votes	**2,432,456,975**
Total valid votes cast	**1,289,877,873**
Total votes cast in favour of the Resolution	**1,279,888,564**
Total votes cast against the Resolution	**9,989,309**
%age of valid votes cast in favour of the Resolution	**99.23%**
%age of valid votes cast against the Resolution	**0.77%**

Since the votes cast in favour of the above Resolution are more than three times the votes cast against the Resolution, I hereby declare that Resolution No. 15 has been passed as a **Special Resolution**.

Resolution No. 16 (Special)

Alteration of Articles of Association of the Company

Total votes	**2,432,456,975**
Total valid votes cast	**1,398,800,904**
Total votes cast in favour of the Resolution	**1,388,342,496**
Total votes cast against the Resolution	**10,458,408**
%age of valid votes cast in favour of the Resolution	**99.25%**
%age of valid votes cast against the Resolution	**0.75%**

Since the votes cast in favour of the above Resolution are more than three times the votes cast against the Resolution, I hereby declare that Resolution No. 16 has been passed as a **Special Resolution**.

Based on the Consolidated Report of the Scrutinizer and Alternate Scrutinizer, all Resolutions as set out in the Notice of the 17th Annual General Meeting, except Resolution No.8 as mentioned above, have been duly approved by the members with requisite majority and such resolutions are deemed to be passed as on the date of the Annual General Meeting of the Company i.e. September 27, 2014. The Results along with the Scrutinizer's Report shall be available on the Company's Website, www.jalindia.com & on CDSL's Website, www.cdslindia.com.

(MANOJ GAUR)
Chairman

Place: Noida
Date: September 29, 2014.

SCRUTINIZERS' REPORT

[FOR E-VOTING]

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement]

September 24, 2014

To,

The Chairman
17th Annual General Meeting of Equity Shareholders of
Jaiprakash Associates Limited
Sector-128, Noida- 201 304, U.P.

Dear Sir,

Sub.: Report of the Scrutinizer and Alternate Scrutinizer on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement (for AGM 27th.September 2014)

We, Ashok Tyagi, Practising Company Secretary (Membership No. FCS 2968) and M.L Arora, Practising Company Secretary (Membership No. FCS 0319) have been appointed as Scrutinizer and Alternate Scrutinizer respectively, for the 17th Annual General Meeting **("AGM")** of the Equity Shareholders of Jaiprakash Associates Limited **("JAL")** to be held on Saturday, the 27th September 2014 at 10.30 A.M. at Jaypee Public School, Sector – 128, Noida – 201304 (U.P.), for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out in terms of the provisions of Companies Act, 2013 **("The Act")** and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 **("The Rules")** and also in terms of Clause 35B of the Listing Agreement, in respect of the resolutions proposed to be passed in the said AGM as contained in the Notice of AGM dated 27th May 2014 **("The Notice")**, as referred to in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions contained in the Notice of the said AGM. Our responsibility as Scrutinizers for the e-voting is restricted to making a Scrutinizer's Report of the votes cast in "Favour" or "Against" the resolutions as stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, **(CDSL)**, the authorized agency providing the e-voting facilities for this AGM.

The Company had uploaded the Notice of AGM including all the items of the business to be transacted at the AGM, on the website of the Company as well as of its authorized agency (CDSL) to facilitate its shareholders to cast their votes through e-Voting.

The Company has mentioned the procedure and manner for voting through electronic means in note no. (xii) of the Notice of the AGM.

We submit our report as under:

1. The e-voting period remained open from September 21, 2014 (9.00 a.m.) upto September 23, 2014 (6:00 p.m.).

2. The shareholders holding shares as on the "cut off" date i.e. August 22, 2014 were entitled to vote on the proposed 16 (Sixteen) Resolutions as mentioned in the Notice of the AGM of JAL (i.e. Item No. 1 to 16 of the said Notice).

3. The votes were unblocked by us on September 24, 2014 in the presence of two witnesses, Ms. Somya Tyagi r/o B-23, Lohia Nagar, Ghaziabad and Shri Vipul Sharma r/o Flat No. 107B, HIG, Sector – 105 - Noida who are not in the employment of the Company.

   They have signed below in Confirmation of the votes being unblocked in their presence.

Signature Somya
Name Somya Tyagi

Signature Vipul
Name Vipul Sharma

4. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of CDSL i.e. **www.evotingindia.com.**

5. The results of the e-voting are as under:

A. Resolution 1:- To receive, consider and adopt the audited financial statements viz. Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon. (Ordinary Resolution).

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
309	1,252,373,570	100.00%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
8	2,007	0.00% (Too insignificant)

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	1,013,740

B. Resolution 2:- To appoint a Director in place of Shri Rahul Kumar (DIN 00020779) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
195	1,095,595,059	87.41%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
122	157,793,458	12.59%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	800

C. Resolution 3:- To appoint a Director in place of Shri Sarat Kumar Jain (DIN 00010073) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
188	1,084,920,486	86.56%

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

Number of Members voted	Number of votes	% of total number of

through e-voting system	cast by them	valid votes cast
128	168,467,796	13.44%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
2	1,035

D. Resolution 4:- To appoint M/s M.P. Singh & Associates, Chartered Accountants, (Firm Registration No.002183C) as Statutory Auditors of the Company for three consecutive financial years i.e. for 2014-15, 2015-16 & 2016-17, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting, subject to ratification by the Shareholders at every Annual General Meeting, and to fix their remuneration. (Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
300	1,253,385,382	100.00%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
17	3,935	0.00% (Too insignificant)

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
-	-

E. Resolution 5:- Appointment of Shri Shiva Dixit (DIN 00277844) as a Director.(Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
192	1,087,393,639	86.76%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
125	165,994,878	13.24%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	800

F. Resolution 6:- Appointment of Shri R.N. Bhardwaj (DIN: 01571764) as an Independent Director of the Company. (Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
284	1,223,761,861	97.71%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
28	28,679,293	2.29%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
5	948,163

G. Resolution 7:- Appointment of Dr. B. Samal (DIN: 00007256) as an Independent Director of the Company. (Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
153	1,068,819,296	85.34%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast

161	183,621,897	14.66%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
4	948,124

H. Resolution 8:- Appointment of Shri V.K Chopra (DIN: 02103940) as an Independent Director of the Company. (Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
286	1,227,634,292	98.02%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
26	24,806,862	1.98%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
5	948,163

I. Resolution 9:- Appointment of Ms. Homai A. Daruwalla (DIN: 00365880) as an Independent Director of the Company. (Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
295	1,251,741,811	99.87%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
20	1,646,681	0.13%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
2	825

J. Resolution 10:- Appointment of Shri S.C. Bhargava (DIN: 00020021) as an Independent Director of the Company. (Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
286	1,223,763,287	97.71%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
27	28,678,667	2.29%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
4	947,363

K. Resolution 11:- Appointment of Shri B.K Goswami (DIN: 00003782) as an Independent Director of the Company. (Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
295	1,251,742,278	99.87%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
20	1,646,214	0.13%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
2	825

L. Resolution 12:- Appointment of Shri K.N Bhandari (DIN: 00191219) as an Independent Director. (Ordinary Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
295	1,229,970,232	98.13%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
21	23,419,060	1.87%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
1	25

M. Resolution 13:- Borrowing Powers of the Board. (Special Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
269	1,236,207,524	99.21%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
45	9,830,893	0.79%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
3	7,350,900

N. Resolution 14:- Creation of Charge/ Mortgage on the Moveable and/or Immovable properties of the Company, both present and future in favour of lenders (Special Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
268	1,235,569,217	99.21%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
46	9,863,184	0.79%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
3	7,956,916

O. Resolution 15:- Private Placement of Non-Convertible Debentures and other Debt Securities (Special Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
268	1,236,208,120	99.21%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
46	9,830,385	0.79%

M/s. L. ARORA & CO. Company Secretaries New Delhi CP No. 3209

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
3	7,350,812

P. Resolution 16:- Alteration of Articles of Association of the Company (Special Resolution)

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
282	1,235,587,273	99.16%

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

Number of Members voted through e-voting system	Number of votes cast by them	% of total number of valid votes cast
33	10,451,244	0.84%

(iii) **Invalid Votes**:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
2	7,350,800

6. We wish to report that in respect of certain resolutions, some members have voted for part of the holdings "For" the Resolution and for remaining part, they have voted "Against" the Resolution or not voted.

7. Registers have been maintained electronically to record the assent or dissent received, mentioning the particulars of Name, Folio number/Client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting right did not arise.

8. All records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Chairman.

Thanking You,

Yours faithfully

(CS Ashok Tyagi)
Scrutinizer
C.P. No. 7322
Membership No. FCS 2968

M. L. ARORA & CO. New Delhi CP No. 3209 Company Secretaries

(CS M.L Arora)
Alternate Scrutinizer
C.P. No. 3209
Membership No. FCS 0319

Place: Noida
Date: September 24, 2014

SCRUTINIZERS' REPORT
FORM No. MGT-13
(ON POLLING)

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014)

September 27, 2014.

To,

The Chairman
17th Annual General Meeting of Equity Shareholders of
Jaiprakash Associates Limited
Sector-128, Noida – 201304 (U.P.)

Scrutinizers Report on Poll at AGM of the Company

Dear Sir,

We, Ashok Tyagi, Practising Company Secretary (Membership No. FCS 2968 & CP No. 7322) and M.L Arora, Practising Company Secretary (Membership No. FCS 0319 & CP No. 3209) have been appointed as the Scrutinizer and Alternate Scrutinizer respectively for the 17th Annual General Meeting **("AGM")** of the Equity Shareholders of Jaiprakash Associates Limited **("JAL")** to be held on Saturday, the 27th September 2014 at 10.30 A.M. at Jaypee Public School, Sector – 128, Noida – 201304 (U.P.), pursuant to Section 109 of the Companies Act, 2013 **("The Act")** read with Rule 21(2) of the Companies (Management and Administration) Rules, 2014 **("The Rules")**, for the purpose of scrutinizing the Voting by Poll process in a fair and transparent manner and ascertaining the requisite majority on Voting by Poll carried out as per the provisions of the Act, in respect of the resolutions proposed to be passed in the said AGM as contained in the Notice of AGM dated 27th May 2014 **("The Notice")**, as referred to in this report.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting by poll on the resolutions contained in the Notice of the said AGM. Our responsibility as Scrutinizers is restricted to making a Scrutinizer's Report of the votes cast in poll process either in "Favour" or "Against" the resolutions as stated in the Notice, based on the actual votes cast on polling through ballots.

We submit our Report as under:

1. After the announcement of the Poll and fixing of time for closing of the poll by the Chairman (i.e. 12.00 Noon), 3 ballot boxes kept for polling were locked in our presence with due identification marks placed by us.

2. The locked ballot boxes were subsequently opened in our presence and poll paper were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

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

4. The Results of the Poll are as under:

A. Resolution 1:- To receive, consider and adopt the audited financial statements viz. Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon. (Ordinary Resolution):

(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
301	152,767,993	100.00

(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	10	0.00

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
16	117,459,951

B. Resolution 2:- To appoint a Director in Place of Shri Rahul Kumar (DIN 00020779) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution):

(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
271	114,058,713	74.72

(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
27	38,580,417	25.28

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
20	117,588,824

C. **Resolution 3:- To appoint a Director in Place of Shri Sarat Kumar Jain (DIN 00010073) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution):**

(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
271	114,411,874	74.96

(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
27	38,227,281	25.04

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
20	117588799

D. **Resolution 4:- To appoint M/s M.P. Singh & Associates, Chartered Accountants, (Firm Registration No.002183C) as Statutory Auditors of the Company for three consecutive financial years i.e. for 2014-15, 2015-16 & 2016-17, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting, subject to ratification by the Shareholders at every Annual General Meeting, and to fix their remuneration. (Ordinary Resolution)**

(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
298	152,415,157	99.77

(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
3	353,366	0.23

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
17	117,459,431

E. Resolution 5:- Appointment of Shri Shiva Dixit (DIN 00227844) as a Director. (Ordinary Resolution):

(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
268	114,058,677	74.72

(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
27	38,580,417	25.28

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
23	117,588,860

F. Resolution 6:- Appointment of Shri R.N Bhardwaj (DIN 01571764) as an Independent Director. (Ordinary Resolution):

(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
300	152,768,513	100.00

(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	10	0.00

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
17	117,459,431

G. Resolution 7:- Appointment of Dr. B. Samal (00007256) as an Independent Director (Ordinary Resolution):

(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
264	113,342,030	74.25

(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
31	39,297,064	25.75

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
23	117,588,860

H. Resolution 8:- Appointment of Shri V.K Chopra (02103940) as an Independent Director. (Ordinary Resolution):

As per the announcement made at the AGM, the resolution no. 8 was dropped as Shri V. K. Chopra had tendered his resignation vide his letter dated 16.09.2014, intimation whereof was received after the issuance of the notice by the Company. However the resolution was put to vote by e-voting and the results are as below.

(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
NIL	NIL	NIL

(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	NIL

(iii) **Invalid** Votes:

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

I. Resolution 9:- Appointment of Ms. Homai A. Daruwalla 00365880) as an Independent Director. (Ordinary Resolution):

(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
299	152,768,510	100.00

(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	10	0.00

(iii) **Invalid Votes**:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
18	117,459,434

J. Resolution 10:- Appointment of Shri S.C Bhargava (00020021) as an Independent Director (Ordinary Resolution):

(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
300	152,768,513	100.00

(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	10	0.00

(iii) **Invalid Votes**:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
17	117,459,431

K. Resolution 11:- Appointment of Shri B.K Goswami (00003782) as an Independent Director. (Ordinary Resolution):

(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
300	152,768,513	100.00

(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	10	0.00

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
17	117,459,431

L. Resolution 12:- Appointment of Shri K.N Bhandari (00191219) as an Independent Director.(Ordinary Resolution):

(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
300	152,768,513	100.00

(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	10	0.00

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
17	117,459,431

M. Resolution 13:- Borrowing Powers of the Board (Special Resolution):

(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
273	43,557,520	99.36

(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
5	281,848	0.64

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
40	226,388,586

N. Resolution 14:- Creation of Charge/Mortgage on the Moveable and/or Immoveable properties of the Company, both present and future in favour of lenders. (Special Resolution):

(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
268	43,549,522	99.34

(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
9	289,845	0.66

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
41	226,388,587

O. Resolution 15:- Private placement of Non-Convertible Debentures and other Debt Securities (Special Resolution):

(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
269	43,680,444	99.64

(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
9	158,924	0.36

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
40	226,388,586

P. Resolution 16:- Alteration of Articles of Association of the Company (Special Resolution):

(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
292	152,755,223	100.00

(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
5	7,164	0.00

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total numbers of votes cast by them
21	117,465,567

10. A compact disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

11. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking You,

Yours faithfully

(CS Ashok Tyagi)
Scrutinizer
C.P. No. 7322
Membership No. FCS 2968

(CS M.L Arora)
Alternate Scrutinizer
C.P. No. 3209
Membership No. FCS 0319

Place: Noida
Date: September 27, 2014

CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108, 109 of the Companies Act, 2013 and Rule 20, 21 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement]

September 27, 2014.

To,

The Chairman
17th Annual General Meeting of Equity Shareholders of
Jaiprakash Associates Limited
Sector-128, Noida – 201304 (U.P.)

Dear Sir,

Sub. : Consolidated Report of the Scrutinizer and Alternate Scrutinizer on e-voting and poll conducted at the 17TH Annual General Meeting of Jaiprakash Associates Limited held on Saturday, the September 27, 2014 at 10.30 A.M.

1. We, Ashok Tyagi, Practising Company Secretary (Membership No. FCS 2968 & CP No. 7322) and M.L Arora, Practising Company Secretary (Membership No. FCS 0319 & CP No. 3209) have been appointed as Scrutinizer and Alternate Scrutinizer respectively for the 17th Annual General Meeting **("AGM")** of the Equity Shareholders of Jaiprakash Associates Limited **("JAL")** to be held on Saturday, the 27th September 2014 at 10.30 A.M. at Jaypee Public School, Sector – 128, Noida – 201304 (U.P.),

   (i) for the purpose of scrutinizing the e-voting process in a fair and transparent manner under the provisions of Section 108 of the Companies Act, 2013 **("The Act")** read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) **("The Rules")** and also in terms of Clause 35B of the Listing Agreement, and

   (ii) for the purpose of Scrutinizing the ballot paper process, in the process of Poll, in a fair and transparent manner under the provisions of Section 109 of the Act read with Rule 21 of the Rules,

   in respect of the resolutions proposed to be passed in the said AGM as contained in the Notice of AGM dated 27th May 2014 **("The Notice")**, as referred to in this report.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 17th AGM of the members of the Company. Our responsibility as a scrutinizer and alternate scrutinizer for the e-voting process and for poll at the AGM is restricted to making a Scrutinizer's Report of the votes cast in "Favour" or "Against" the resolutions stated in the Notice of the AGM, based on the Reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities and also based on the actual votes cast by ballots at the time of poll at AGM.

3. We have issued two separate Scrutinizer's Report dated September 24, 2014 on the e-voting and dated September 27, 2014 on the polls, on the resolutions contained in the notice to the AGM.

4. As requested by management, we submit herewith, **as ANNEXURE-1 enclosed**, the consolidated report on the results of e-voting together with that of vote on Poll, stating total votes, not voted/invalid votes, valid votes, votes cast in favour of the Resolutions (No. & %age) and votes cast against the Resolutions (No. & %age).

5. As desired by the management of the Company, we are also attaching the information as required under Clause 35A of Listing Agreement as **ANNEXURE-2 enclosed.**

Thanking You,

Yours faithfully

(CS Ashok Tyagi)
Scrutinizer
C.P. No. 7322
Membership No. FCS 2968

(CS M.L Arora)
Alternate Scrutinizer
C.P. No. 3209
Membership No. FCS 0319

(Manoj Gaur)
Executive Chairman
Jaiprakash Associates Limited

Place: Noida
Date: September 27, 2014.

Encl: As above

ANNEXURE-1

CONSOLIDATED REPORT ON THE RESULTS OF E-VOTING TOGETHER WITH VOTE ON POLL FOR AGM DATED 27TH SEPTEMBER 2014.

Item no. of Notice (Ordinary/ Special Resolution)	Total votes	Not voted/ invalid votes	Valid votes	Total votes cast in favour of the Resolution		Total votes cast against the Resolutions	
				Nos.	% of valid votes cast in favour of the Resolution	Nos.	% of valid votes cast against the Resolution
Resolution No. 1 of the Notice (Ordinary Resolution)	1523617271	118473691	1405143580	1405141563	100.00	2017	0.00
Resolution No. 2 of the Notice (Ordinary Resolution)	1523617271	117589624	1406027647	1209653772	86.03	196373875	13.97
Resolution No. 3 of the Notice (Ordinary Resolution)	1523617271	117589834	1406027437	1199332360	85.30	206695077	14.70
Resolution No. 4 of the Notice (Ordinary Resolution)	1523617271	117459431	1406157840	1405800539	99.97	357301	0.03
Resolution No. 5 of the Notice (Ordinary Resolution)	1523617271	117589660	1406027611	1201452316	85.45	204575295	14.55
Resolution No. 6 of the Notice (Ordinary Resolution)	1523617271	118407594	1405209677	1376530374	97.96	28679303	2.04
Resolution No. 7 of the Notice (Ordinary Resolution)	1523617271	118536984	1405080287	1182161326	84.13	222918961	15.87
As per the announcement made at the AGM, the resolution no. 8 was dropped as Shri V. K. Chopra had tendered his resignation vide his letter dated 16.09.2014, intimation whereof was received after the issuance of the notice by the Company. However the resolution was put to vote by e-voting and the results are as below. Votes casts in the meeting have not been considered for preparing the consolidated results.							
Resolution No. 8 of the Notice (Ordinary Resolution)	1253389317	948163	1252441154	1227634292	98.02	24806862	1.98

Resolution No. 9 of the Notice (Ordinary Resolution)	1523617271	117460259	1406157012	1404510321	99.88	1646691	0.12
Resolution No. 10 of the Notice (Ordinary Resolution)	1523617271	118406794	1405210477	1376531800	97.96	28678677	2.04
Resolution No. 11 of the Notice (Ordinary Resolution)	1523617271	117460256	1406157015	1404510791	99.88	1646224	0.12
Resolution No. 12 of the Notice (Ordinary Resolution)	1523617271	117459456	1406157815	1382738745	98.33	23419070	1.67
Resolution No. 13 of the Notice (Special Resolution)	1523617271	233739486	1289877785	1279765044	99.22	1011741	0.78
Resolution No. 14 of the Notice (Special Resolution))	1523617271	234345503	1289271768	1279118739	99.21	10153029	0.79
Resolution No. 15 of the Notice (Special Resolution)	1523617271	233739398	1289877873	1279888564	99.23	9989309	0.77
Resolution No. 16 of the Notice (Special Resolution)	1523617271	124816367	1398800904	1388342496	99.25	10458408	0.75

Note: *The total votes (maximum) of the Company are 2,432,456,975 (i.e one vote for one shares of Rs. 2 each).*

(CS Ashok Tyagi)
Scrutinizer
C.P. No. 7322
Membership No. FCS 2968

(CS M.L Arora)
Alternate Scrutinizer
C.P. No. 3209
Membership No. FCS 0319

ANNEXURE - 2

Mode of Voting E-voting and Poll at AGM

Resolution No. 1 :Ordinary Resolution.

To receive, consider and adopt the audited financial statements viz. Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	412,638,323	40.37%	412,638,323	-	100.00%	0.00%
B2	Public – others	412,833,911	822,861	0.20%	820,844	2,017	99.75%	0.25%
	B = (B1 + B2)	**1,435,098,771**	**413,461,184**	**28.81%**	**413,459,167**	**2,017**	**100.00%**	**0.00%**
	Total (A + B)	**2,432,456,975**	**1,405,143,580**	**57.77%**	**1,405,141,563**	**2,017**	**100.00%**	**0.00%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 2 :Ordinary Resolution.

To appoint a Director in Place of Shri Rahul Kumar (DIN 00020779) who retires by rotation and being eligible, offers himself for re-appointment.

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	413,522,635	40.45%	217,154,920	196,367,715	52.51%	47.49%
B2	Public – others	412,833,911	822,616	0.20%	816,456	6,160	99.25%	0.75%
	B = (B1 + B2)	**1,435,098,771**	**414,345,251**	**28.87%**	**217,971,376**	**196,373,875**	**52.61%**	**47.39%**
	Total (A + B)	**2,432,456,975**	**1,406,027,647**	**57.80%**	**1,209,653,772**	**196,373,875**	**86.03%**	**13.97%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 3 :Ordinary Resolution.

To appoint a Director in Place of Shri Sarat Kumar Jain (DIN 00010073) who retires by rotation and being eligible, offers himself for re-appointment.

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	413,522,635	40.45%	206,833,868	206,688,767	50.02%	49.98%
B2	Public – others	412,833,911	822,406	0.20%	816,096	6,310	99.23%	0.77%
	B = (B1 + B2)	**1,435,098,771**	**414,345,041**	**28.87%**	**207,649,964**	**206,695,077**	**50.12%**	**49.88%**
	Total (A + B)	**2,432,456,975**	**1,406,027,437**	**57.80%**	**1,199,332,360**	**206,695,077**	**85.30%**	**14.70%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 4 :Ordinary Resolution.

To appoint M/s M.P. Singh & Associates, Chartered Accountants, (Firm Registration No.002183C) as Statutory Auditors of the Company for three consecutive financial years i.e. for 2014-15, 2015-16 & 2016-17, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 20th Annual General Meeting, subject to ratification by the Shareholders at every Annual General Meeting, and to fix their remuneration.

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	413,652,063	40.46%	413,298,777	353,286	99.91%	0.09%
B2	Public – others	412,833,911	823,381	0.20%	819,366	4,015	99.51%	0.49%
	B = (B1 + B2)	**1,435,098,771**	**414,475,444**	**28.88%**	**414,118,143**	**357,301**	**99.91%**	**0.09%**
	Total (A + B)	**2,432,456,975**	**1,406,157,840**	**57.81%**	**1,405,800,539**	**357,301**	**99.97%**	**0.03%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 5 :Ordinary Resolution.

Appointment of Shri Shiva Dixit (DIN 00227844) as a Director.

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	413,522,635	40.45%	208,953,199	204,569,436	50.53%	49.47%
B2	Public - others	412,833,911	822,580	0.20%	816,721	5,859	99.29%	0.71%
	B = (B1 + B2)	**1,435,098,771**	**414,345,215**	**28.87%**	**209,769,920**	**204,575,295**	**50.63%**	**49.37%**
	Total (A + B)	**2,432,456,975**	**1,406,027,611**	**57.80%**	**1,201,452,316**	**204,575,295**	**85.45%**	**14.55%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 6 :Ordinary Resolution.

Appointment of Shri R.N Bhardwaj (01571764) as an Independent Director.

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	412,704,739	40.37%	384,032,030	28,672,709	93.05%	6.95%
B2	Public - others	412,833,911	822,542	0.20%	815,948	6,594	99.20%	0.80%
	B = (B1 + B2)	**1,435,098,771**	**413,527,281**	**28.82%**	**384,847,978**	**28,679,303**	**93.06%**	**6.94%**
	Total (A + B)	**2,432,456,975**	**1,405,209,677**	**57.77%**	**1,376,530,374**	**28,679,303**	**97.96%**	**2.04%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 7 :Ordinary Resolution.

Appointment of Dr. B. Samal (00007256) as an Independent Director.

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	412,575,311	40.36%	189,664,005	222,911,306	45.97%	54.03%
B2	Public – others	412,833,911	822,580	0.20%	814,925	7,655	99.07%	0.93%
	B = (B1 + B2)	**1,435,098,771**	**413,397,891**	**28.81%**	**190,478,930**	**222,918,961**	**46.08%**	**53.92%**
	Total (A + B)	**2,432,456,975**	**1,405,080,287**	**57.76%**	**1,182,161,326**	**222,918,961**	**84.13%**	**15.87%**

As per the announcement made at the AGM, the resolution no. 8 was dropped as Shri V. K. Chopra had tendered his resignation vide his letter dated 16.09.2014, intimation whereof was received after the issuance of the notice by the Company. However the resolution was put to vote by e-voting and the results are as below. Votes casts in the meeting have not been considered for preparing the consolidated results.

Mode of Voting E-voting

Resolution No. 8 :Ordinary Resolution.

Appointment of Shri V.K Chopra (02103940) as an Independent Director.

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	303,775,584	29.72%	278,975,517	24,800,067	91.84%	8.16%
B2	Public – others	412,833,911	690,374	0.17%	612,501	77,873	88.72%	11.28%
	B = (B1 + B2)	**1,435,098,771**	**304,465,958**	**21.22%**	**279,588,018**	**24,877,940**	**91.83%**	**8.17%**
	Total (A + B)	**2,432,456,975**	**1,296,148,354**	**53.29%**	**1,271,270,414**	**24,877,940**	**98.08%**	**1.92%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 11 :Ordinary Resolution.

Appointment of Shri B.K. Goswami (00003782) as an Independent Director.

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	413,652,063	40.46%	412,012,852	1,639,211	99.60%	0.40%
B2	Public – others	412,833,911	822,556	0.20%	815,543	7,013	99.15%	0.85%
	B = (B1 + B2)	**1,435,098,771**	**414,474,619**	**28.88%**	**412,828,395**	**1,646,224**	**99.60%**	**0.40%**
	Total (A + B)	**2,432,456,975**	**1,406,157,015**	**57.81%**	**1,404,510,791**	**1,646,224**	**99.88%**	**0.12%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 12 :Ordinary Resolution.

Appointment of Shri K.N. Bhandari (00191219) as an Independent Director.

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	413,652,063	40.46%	390,239,123	23,412,940	94.34%	5.66%
B2	Public – others	412,833,911	823,356	0.20%	817,226	6,130	99.26%	0.74%
	B = (B1 + B2)	**1,435,098,771**	**414,475,419**	**28.88%**	**391,056,349**	**23,419,070**	**94.35%**	**5.65%**
	Total (A + B)	**2,432,456,975**	**1,406,157,815**	**57.81%**	**1,382,738,745**	**23,419,070**	**98.33%**	**1.67%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 13: Special Resolution.

Borrowing Powers of the Board

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	297,372,908	29.09%	287,280,180	10,092,728	96.61%	3.39%
B2	Public – others	412,833,911	822,481	0.20%	802,468	20,013	97.57%	2.43%
	B = (B1 + B2)	**1,435,098,771**	**298,195,389**	**20.78%**	**288,082,648**	**10,112,741**	**96.61%**	**3.39%**
	Total (A + B)	**2,432,456,975**	**1,289,877,785**	**53.03%**	**1,279,765,044**	**10,112,741**	**99.22%**	**0.78%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 14 : Special Resolution.

Creation of Charge/Mortgage on the Moveable and/or Immoveable properties of the Company, both present and future in favour of lenders

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	296,766,792	29.03%	286,634,439	10,132,353	96.59%	3.41%
B2	Public – others	412,833,911	822,580	0.20%	801,904	20,676	97.49%	2.51%
	B = (B1 + B2)	**1,435,098,771**	**297,589,372**	**20.74%**	**287,436,343**	**10,153,029**	**96.59%**	**3.41%**
	Total (A + B)	**2,432,456,975**	**1,289,271,768**	**53.00%**	**1,279,118,739**	**10,153,029**	**99.21%**	**0.79%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 15 : Special Resolution.

Private placement of Non-Convertible Debentures and other Debt Securities

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	297,372,908	29.09%	287,410,180	9,962,728	96.65%	3.35%
B2	Public – others	412,833,911	822,569	0.20%	795,988	26,581	96.77%	3.23%
	B = (B1 + B2)	**1,435,098,771**	**298,195,477**	**20.78%**	**288,206,168**	**9,989,309**	**96.65%**	**3.35%**
	Total (A + B)	**2,432,456,975**	**1,289,877,873**	**53.03%**	**1,279,888,564**	**9,989,309**	**99.23%**	**0.77%**

Mode of Voting E-voting and Poll at AGM

Resolution No. 16 : Special Resolution.

Alteration of Articles of Association of the Company

	Promoter/Public	No. of shares held	No. of votes polled	% of votes polled on out-standing shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/ (1)]*100	(4)	(5)	(6)=[(4)/ (2)]*100	(7)=[(5)/ (2)]*100
Promoters								
A	Promoter and Promoter Group	997,358,204	991,682,396	99.43%	991,682,396	-	100.00%	0.00%
	(A)	**997,358,204**	**991,682,396**	**99.43%**	**991,682,396**	-	**100.00%**	**0.00%**
Public								
B1	Public Institutional holders	1,022,264,860	406,302,063	39.75%	395,869,680	10,432,383	97.43%	2.57%
B2	Public – others	412,833,911	816,445	0.20%	790,420	26,025	96.81%	3.19%
	B = (B1 + B2)	**1,435,098,771**	**407,118,508**	**28.37%**	**396,660,100**	**10,458,408**	**97.43%**	**2.57%**
	Total (A + B)	**2,432,456,975**	**1,398,800,904**	**57.51%**	**1,388,342,496**	**10,458,408**	**99.25%**	**0.75%**