

Shreyans Jain & Co.,

Company Secretaries,

Off.: I-49 / 504, Poonam Sagar Complex, Mira Road (East), Thane - 401107, Maharashtra

Phone: (M) +91 98704 92079 (o) +91 22 2811 2079 Email: shreyanscs@gmail.com

CONSOLIDATED REPORT OF THE SCRUTINIZER

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

To,
The Chairman / Company Secretary,
JSW ENERGY LIMITED
JSW Centre,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051

Dear Sir,

I, Shreyans Jain, of Shreyans Jain & Co, Company Secretaries, have been appointed by the Board of Directors of **JSW ENERGY LIMITED ("Company")** as Scrutinizer for the purpose of:

- i. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (Rules) and
- ii. Voting by Shareholders at the 21st Annual General Meeting held on 22nd July, 2015 ("AGM")

in a fair and transparent manner for the resolution(s) as contained in the Notice of the AGM. I am pleased to submit my report as under, which is comprehensive and self explanatory in all respect:

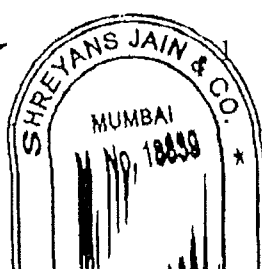
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to remote e-voting on the resolutions contained in the Notice of the AGM of the members of the Company and at the meeting. My Responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer's report of the votes cast "in favour" "against" or remain "abstain / invalid", if any on the resolutions contained in the Notice of AGM, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (hereinafter "Karvy") and based on the voting conducted at the AGM.

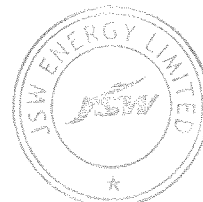
DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice of AGM dated April 27th, 2015 alongwith statement setting out material facts under Section 102 of the Act were sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

CUT-OFF DATE:

The Voting rights were reckoned as on Wednesday, 15th July, 2015, being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the Meeting.



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REMOTE E-VOTING:

The Company has availed services of Karvy Computershare Private Limited as the agency for providing the remote e-voting platform.

The remote e-voting period was open for four days which commenced on Saturday, 18th July, 2015 at 9:00 a.m. and concluded on Tuesday, 21st July, 2015 at 5:00 p.m. on <https://www.evoting.karvy.com>.

VOTING AT THE AGM:

As prescribed under rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that shareholders who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

Accordingly, Karvy Computershare Private Limited, the e-voting agency provided us with the names, DP ID / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

COUNTING PROCESS:

- **At the Meeting**

After the announcement of voting by the chairman, two ballot boxes kept for polling were locked / sealed in my presence.

On completion of voting at the meeting, the locked ballot boxes were subsequently opened in my presence and the ballot papers were diligently scrutinized.

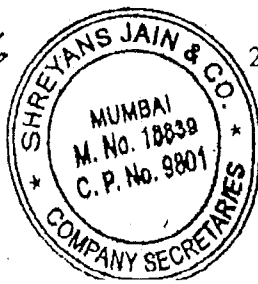
The ballot papers were reconciled with the records maintained by the Registrar and share transfer agent of the company and authorisations / proxies lodged with the Company.

- **Remote E-voting**

The remote e-voting results on the Karvy E-voting platform were unblocked and downloaded on Wednesday, 22nd July, 2015 in the presence of two witnesses Cs Ashish Jain and Mr. Mihir Patel who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.

RESULTS:

The details containing *interalia*, list of Equity Shareholders, who voted "for", "against" or "abstain", if any on each of the resolutions that were put to vote, were generated from the e-voting website of Karvy. Taking into account the report from Karvy and physical voting at the AGM the consolidated result with respect to each item on the agenda as set out in the Notice of the 21st AGM dated 22nd July, 2015 is enclosed;



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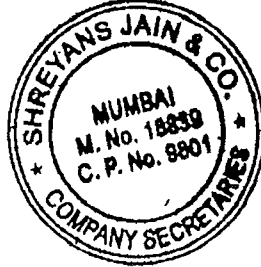
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Based on the aforesaid results the Ordinary Resolutions as contained in item No. 1 to 6 and the Special Resolutions as contained in item No.7 to 9 of the Notice have been passed with requisite majority.

Thanking You,
Yours faithfully,



CS Shreyans Jain
Practicing Company Secretary
ACS 18839 / C.P. No. 9801



Date : 24.07.2015
Place: Mumbai

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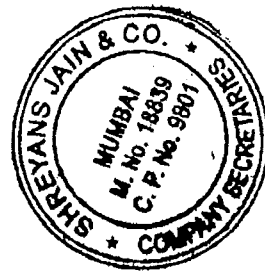
CONSOLIDATED RESULTS

Item No. 1.

Ordinary Resolution, to adopt the Audited Financial Statements together with the reports of the Board of Directors and Auditors for the Financial Year ended 31st March, 2015;

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	191	152,08,47,606	57	5,875	248	152,08,53,481	99.99
Voted Against	3	1,875	0	0	3	1,875	0.01
Abstain / Invalid	6	70,947	18	4,950	24	75,897	-

Based on the aforesaid results, Ordinary Resolution as contained in item No. 1 has been passed with requisite majority.



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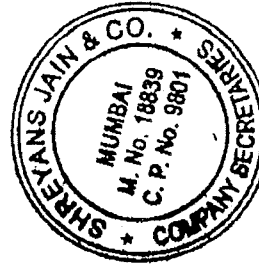
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Item No. 2.

Ordinary Resolution, to adopt the Audited Consolidated Financial Statements together with the reports Auditors for the Financial Year ended 31st March, 2015;

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	192	152,08,47,656	57	5,875	249	152,08,53,531	99.99
Voted Against	3	1,875	0	0	3	1,875	0.01
Abstain / Invalid	5	70,897	18	4,950	23	75,847	-

Based on the aforesaid results, Ordinary Resolution as contained in item No. 2 has been passed with requisite majority.



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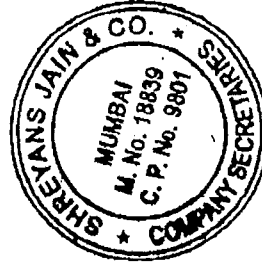
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Item No. 3.

Ordinary Resolution to declare the payment of dividend on Equity Shares;

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	196	152,15,88,833	57	5,875	253	152,15,94,708	99.99
Voted Against	2	975	0	0	2	975	0.01
Abstain / Invalid	2	10,856	18	4,950	20	15,806	-

Based on the aforesaid results, Ordinary Resolution as contained in item No. 3 has been passed with requisite majority.



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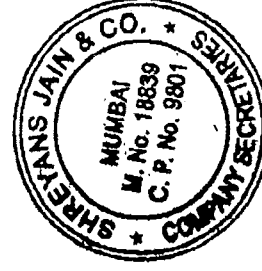
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Item No. 4.

Ordinary Resolution for Re - appoint of Mr. Sanjay Sagar (DIN 00019489) as Director who retires by rotation.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	194	152,15,87,883	57	5,875	251	152,15,93,758	99.99
Voted Against	3	1,875	0	0	3	1,875	0.01
Abstain / Invalid	3	10,906	18	4,950	21	15,856	-

Based on the aforesaid results, Ordinary Resolution as contained in item No. 4 has been passed with requisite majority.



[Signature]



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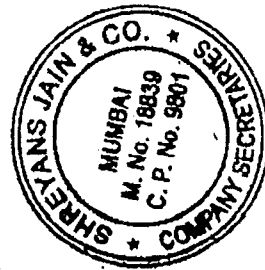
Item No. 5.

Ordinary Resolution to Re - appoint **M/s Lodha & Co.** Chartered Accountants (Firm Registration No. 301051E) as the Statutory Auditors of the Company.

Particulars	Number of Votes Contained in							% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total			
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them		
Voted in Favour	180*	151,64,26,202	57	5,875	237*	151,64,32,077	99.66	
Voted Against	18*	51,63,556	0	0	18*	51,63,556	0.34	
Abstain / Invalid	3	10,906	18	4,950	21	15,856	-	

* One (1) shareholder has voted in favour as well in against.

Based on the aforesaid results, Ordinary Resolution as contained in item No. 5 has been passed with requisite majority.



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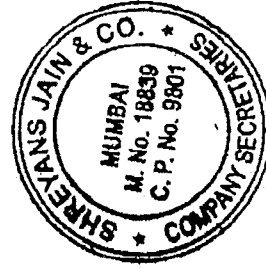
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Item No. 6.

Ordinary Resolution for Approval of Remuneration payable to M/S S.R. Bhargave & Co. Cost Accountants, for audit of Cost accounting records.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	191	152,15,87,572	57	5,875	248	152,15,93,447	99.99
Voted Against	6	2,186	0	0	6	2,186	0.01
Abstain / Invalid	3	10,906	18	4,950	21	15,856	-

Based on the aforesaid results, Ordinary Resolution as contained in item No. 6 has been passed with requisite majority.



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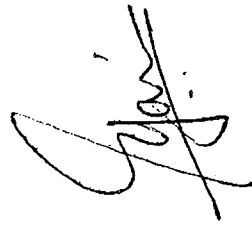
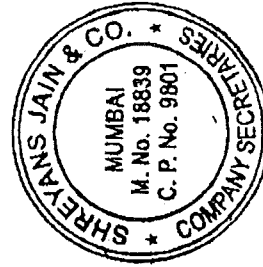
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Item No. 7.

Special Resolution for making offer(s) or invitation(s) to subscribe to secured / unsecured redeemable non-convertible debentures, during the financial year 2015-2016, on private placement basis.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	191	152,12,25,636	57	5,875	248	152,12,31,511	99.98
Voted Against	6	3,64,122	0	0	6	3,64,122	0.02
Abstain / Invalid	3	10,906	18	4,950	21	15,856	-

Based on the aforesaid results, Special Resolution as contained in item No. 7 has been passed with requisite majority.



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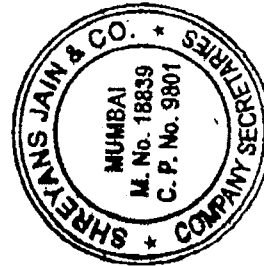
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Item No. 8.

Special Resolution for enabling the Board to issue securities for an aggregate amount not exceeding ₹ 7,500 crore or its equivalent in any foreign currency.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	110	142,31,58,191	57	5,875	167	142,31,64,066	95.15
Voted Against	74	7,25,26,180	0	0	74	7,25,26,180	4.85
Abstain / Invalid	16	2,64,45,193	18	4,950	34	2,64,50,143	-

Based on the aforesaid results, Special Resolution as contained in item No. 8 has been passed with requisite majority.



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Item No. 9.

Special Resolution for the substitution and exclusion of regulations contained in the existing Articles of Association of the Company with the new Articles of Association to align with the provisions of Companies Act, 2013.

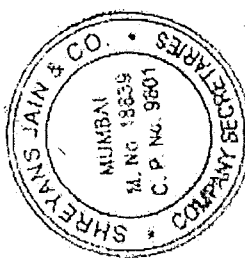
Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	186	151,91,16,787	57	5,875	243	151,91,22,662	99.84
Voted Against	12	24,73,021	0	0	12	24,73,021	0.16
Abstain / Invalid	2	10,856	18	4,950	20	15,806	

Based on the aforesaid results, Special Resolution as contained in item No. 9 has been passed with requisite majority.

Thanking You,
Yours faithfully,

[Signature]

CS Shreyans Jain
Practicing Company Secretary
ACS 18839 / C.P. No. 9801



Date : 24.07.2015
Place: Mumbai

We the undersigned witnesses that the votes were unblocked from remote e-voting website of Kavya in our presence at on 22nd July, 2015 at 6.07 PM.

[Signature]

(CS Ashish Jain)

[Signature]

(Mihir Patel)