



CIN. No. "L40101HR1975GOI 032564"

एन एच पी सी लिमिटेड

(भारत सरकार का उद्यम)

NHPC Limited

(A Government of India Enterprise)

संदर्भ सं./Ref. No. NH/CS/199/NSE/

फोन/Phone : 27.09.2014

दिनांक/Date : 27.09.2014

M/s National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra East,
Mumbai- 400 051

Scrip Code: NHPC EQ

Sub: 38th Annual General Meeting of NHPC Limited held on 26th September, 2014 –
Declaration of Dividend, Results of E-voting and Poll as per Clause-35A of Listing
Agreement

Sirs,

This is to inform that the shareholders of NHPC Limited in their 38th Annual General Meeting held on 26th September, 2014 have declared a final dividend @ Rs. 0.30 per share.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the Company had provided electronic voting facility (e-voting) to the Members entitled to cast their vote at the Annual General Meeting. The e-voting process was carried out by the Company from 10 a.m. on Saturday, 20th September, 2014 to 6.00 p.m. on Monday, 22nd September, 2014 with cut-off date for determining shareholders eligible to cast their vote being 8th August, 2014. The Company had also provided ballot voting of all the Resolutions at the AGM held on 26th September, 2014.

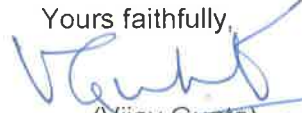
Ms Savita Jyoti, M/s Savita Jyoti Associates, Practising Company Secretary who was appointed as a scrutinizer for e-voting as well as voting through ballot process at the AGM has submitted her Consolidated Report to the Chairman.

Based on the Consolidated Report of the Scrutinizer, all Resolutions except resolutions on item no. (7) & (8) as set out in the Notice of 38th Annual General Meeting of the Company have been duly approved by the shareholders with requisite majority.

Kindly take on record the enclosed documents.

Thanking you,

Yours faithfully,


(Vijay Gupta)
Company Secretary
27/09/2014

- Encl: 1. Announcement of Results (Annexure – A)
2. Report under Clause 35A (Annexure – B)
3. Scrutinizer's Report (Annexure – C)



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38th Annual General Meeting held on Friday, 26th September, 2014**Declaration of Results of E voting and Poll**

As per the provisions of the Companies Act, 2013 and Clause 35B of the Listing Agreement, the Company had provided e-voting facility to the shareholders to enable them to cast their vote by electronically on the resolutions proposed in the Notice of the 38th Annual General Meeting (AGM) dated 14th August, 2014. The e-voting was open from Saturday, 20th September, 2014 at 10:00 AM and ended on Monday, 22nd September, 2014 at 06:00 PM. The shareholders were also provided facility to vote through postal ballot up to the date of closure of e-voting period i.e. up to 6:00 PM on Monday, 22nd September, 2014 (for those shareholders who have not availed e-voting facility).

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 38th AGM, voting was conducted by means of poll.

Ms. Savita Jyoti, Practicing Company Secretary, M/s Savita Jyoti Associates was appointed by the Company as Scrutinizer for conducting e-voting/through ballot (physical) and polling at AGM in fair and transparent manner. The Scrutinizer has carried out the scrutiny of all the electronic votes, Ballot Forms received up to 06:00 PM on Monday, 22nd September, 2014 and poll received till the conclusion of the meeting and submitted her report on 26th, September, 2014.

The consolidated Results, as per the Scrutinizers' Report dated 26th, September, 2014, are as follows:

S. No	Particulars	% of Votes in favour (approx.)	% of Votes Against (approx.)
1.	Resolution No.1: Ordinary Resolution To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2014 and Statement of Profit & Loss for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.	100.00	0.00
2.	Resolution No.2: Ordinary Resolution To declare dividend for the financial year 2013-14.	100.00	0.00
3.	Resolution No.3: Ordinary Resolution To appoint a Director in place of Shri D. P. Bhargava (DIN 01277269), who retires by rotation	99.07	0.93

POKai

पंजीकृत कार्यालय : एन एच पी सी ऑफिस कॉम्प्लेक्स, सैक्टर-33, फरीदाबाद, हरियाणा-121 003 (भारत)

Regd. Office : NHPC Office Complex, Sector-33, Faridabad, Haryana-121 003 (India)

Website : www.nhpcindia.com; E-mail : webmaster@nhpc.nic.in; Fax : 0129-2277941; EPABX No. : 0129-2278421



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	and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.		
4.	Resolution No.4: Ordinary Resolution To appoint a Director in place of Shri J. K. Sharma (DIN 00387785), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.	99.06	0.94
5.	Resolution No.5: Ordinary Resolution To fix the remuneration of the Joint Statutory Auditors for the year 2014 - 15.	99.81	0.19
6.	Resolution No.6: Ordinary Resolution Ordinary resolution for ratification of remuneration of the cost auditors appointed by the Board.	100.00	0.00
7.	Resolution No.7: Ordinary Resolution Ordinary resolution for appointment of Shri Shantikam Hazarika as an Independent Director to hold office for a balance term up to 16 th May, 2015.	01.24	98.76
8.	Resolution No.8: Ordinary Resolution Ordinary resolution for appointment of Shri A. Gopalakrishnan as an Independent Director to hold office for a balance term up to 29 th May, 2016.	00.32	99.68
9.	Resolution No.9: Ordinary Resolution Ordinary Resolution for appointment of Shri R. S. T. Sai as the CMD of the Company on the terms and conditions determined by the Government of India.	99.75	00.25

Based on the Consolidated Report of Scrutinizer, all the resolutions except resolution no. (7) & (8) as set out in the Notice of 38th AGM have been duly approved by the shareholders with requisite majority.

For NHPC Limited

Date : 27th September, 2014

Place: Delhi


(R.S.T.Sai)

Chairman & Managing Director

NHPC LIMITED

38th Annual General Meeting – Details of Voting Result under Clause 35A

Date of the AGM: 26.09.2014

Total number of shareholders on record date: 1015230

No. of Shareholders present in the meeting either in person or through proxy: 422

Promoters and Promoter Group	1
Public	421
Total	422

No. of Shareholders attended the meeting through Video Conferencing: N.A.

Mode of Voting: In respect of all items voting were made by following means:

1. **E-voting/Postal Ballot:** E-voting period was from 10:00 A.M. on Saturday, 20th September, 2014 to 6:00 P.M. on Monday, 22nd September, 2014. Duly filled up Ballot forms received up to 6:00 P.M. on Monday, 22nd September, 2014 by the Scrutinizer were also taken into account (for those members who have not exercised E-voting facility).
2. **Poll:** Conducted at the Meeting on 26th September, 2014.



AGENDA-WISE

ORDINARY BUSINESSES

Resolution No.1- Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.

Promoter/ Public	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	9516209722	9516209722	100.00	9516209722	0	100.00	0.00
Public- Institutional Holders	648740455	118133081	18.21	117797281	335800	99.72	0.28
Public- Others	905718319	333856	0.04	328107	5749	98.28	1.72
Total	11070668496	9634676659	87.03	9634335110	341549	100.00	0.00



Resolution No.2- Ordinary Resolution

To declare dividend for the financial year 2013-14.

Promoter/ Public	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	9516209722	9516209722	100.00	9516209722	0	100.00	0.00
Public- Institutional Holders	648740455	119045081	18.35	119045081	0	100.00	0.00
Public- Others	905718319	334561	0.04	331090	3471	98.96	1.04
Total	11070668496	9635589364	87.04	9635585893	3471	100.00	0.00



Resolution No.3- Ordinary Resolution

To appoint a Director in place of Shri D. P. Bhargava (DIN 01277269), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding 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
Promoter and Promoter Group	9516209722	9516209722	100.00	9516209722	0	100.00	0.00
Public- Institutional Holders	648740455	119045081	18.35	29316867	89728214	24.63	75.37
Public- Others	905718319	334671	0.04	301374	33297	90.05	9.95
Total	11070668496	9635589474	87.04	9545827963	89761511	99.07	0.93



Resolution No.4- Ordinary Resolution

To appoint a Director in place of Shri J. K. Sharma (DIN 00387785), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.

Promoter/ Public	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	9516209722	9516209722	100.00	9516209722	0	100.00	0.00
Public- Institutional Holders	648740455	119045081	18.35	29316867	89728214	24.63	75.37
Public- Others	905718319	334189	0.04	298607	35582	89.35	10.65
Total	11070668496	9635588992	87.04	9545825196	89763796	99.06	0.94



Resolution No.5- Ordinary Resolution

To fix remuneration of the Joint Statutory Auditors for the year 2014 – 15.

Promoter/ Public	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	9516209722	9516209722	100.00	9516209722	0	100.00	0.00
Public- Institutional Holders	648740455	119045081	18.35	100916723	18128358	84.77	15.23
Public- Others	905718319	333374	0.04	320092	13282	96.02	3.98
Total	11070668496	9635588177	87.04	9617446537	18141640	99.81	0.19



SPECIAL BUSINESSES

Resolution No.6- Ordinary Resolution

To ratify the remuneration of the cost auditors appointed by the Board.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding 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
Promoter and Promoter Group	9516209722	9516209722	100.00	9516209722	0	100.00	0.00
Public- Institutional Holders	648740455	119045081	18.35	119045081	0	100.00	0.00
Public- Others	905718319	333538	0.04	318923	14615	95.62	4.38
Total	11070668496	9635588341	87.04	9635573726	14615	100.00	0.00



Resolution No.7- Ordinary Resolution

To appoint Shri Shantikam Hazarika as an Independent Director to hold office for a balance term up to 16th May, 2015.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding 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
Promoter and Promoter Group	9516209722	9516209722	100.00	0	9516209722	0.00	100.00
Public- Institutional Holders	648740455	119045081	18.35	119045081	0	100.00	0.00
Public- Others	905718319	332666	0.04	316321	16345	95.09	4.91
Total	11070668496	9635587469	87.04	119361402	9516226067	1.24	98.76



Resolution No.8- Ordinary Resolution

To appoint Shri A. Gopalakrishnan as an Independent Director to hold office for a balance term up to 29th February, 2016.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding 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
Promoter and Promoter Group	9516209722	9516209722	100.00	0	9516209722	0.00	100.00
Public- Institutional Holders	648740455	119045081	18.35	30482077	88563004	25.61	74.39
Public- Others	905718319	332656	0.04	317768	14888	95.52	4.48
Total	11070668496	9635587459	87.04	30799845	9604787614	0.32	99.68

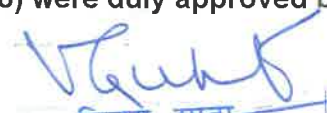


Resolution No.9- Ordinary Resolution

To appoint Shri R. S. T. Sai as the CMD of the Company on the terms and conditions determined by the Government of India.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes polled on outstanding 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
Promoter and Promoter Group	9516209722	9516209722	100.00	9516209722	0	100.00	0.00
Public- Institutional Holders	648740455	119045081	18.35	95317942	23727139	80.07	19.93
Public- Others	905718319	333261	0.04	317749	15512	95.35	4.65
Total	11070668496	9635588064	87.04	9611845413	23742651	99.75	0.25

All Resolutions as set out in the Notice of 38th Annual General Meeting except resolution no. (7) & (8) were duly approved by the Shareholders with requisite majority.


विजय गुप्ता
Vijay Gupta
कंपनी सचिव
Company Secretary
एन एच पी सी लिमिटेड
NHPC Limited

27/09/2014

CS. SAVITAJYOTI, B.Com., F.C.S.

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,
38th Annual General Meeting of the equity shareholders of NHPC Limited,
Held on Friday, 26th September, 2014 at 3:00 PM**

Dear Sir,

I, Ms. Savita Jyoti, Practicing Company Secretary was appointed as Scrutinizer for the purpose of the poll on the below mentioned resolution(s), at the 38th Annual General Meeting of the Equity Shareholders of NHPC Limited held on Friday, 26th September, 2014 at 3.00 P.M. at Municipal Corporation Auditorium, NIT, Near B. K. Chowk, Faridabad – 121 001, Haryana and I submit my report as under:

1. After the time fixed for closing of the voting by the Chairman of the Meeting, the polling papers were taken into my custody for scrutiny of the votes.
2. The logged in votes were subsequently diligently scrutinized. The logged-in details of the shareholders were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorisations lodged with the Company.
3. The result of the Electronic Voting/through ballot (physical) resolution-wise is annexed herewith : Annexure A
4. The result of the polling through ballot (physical) at the AGM resolution-wise is annexed herewith : Annexure B
5. The Consolidated result resolution-wise of Electronic Voting/through ballot (physical) and polling through ballot (physical) at the AGM is annexed herewith : Annexure C
6. The Reports on Electronic Voting/through ballot (physical) is based on the data downloaded from the e-Voting platform provided by M/s Karvy Computershare Pvt. Ltd. & physical ballots received up to 6:00 PM on 22nd September, 2014 and poll through ballot (physical) at the Annual General Meeting of the Company.
7. Soft Copy of the list of equity shareholders who voted "FOR"/"AGAINST" for each resolution has been emailed to the Company Secretary.

S. J.

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

8. The poll results and all other relevant records were sealed and handed over to the Company Secretary authorised by the Board of Directors for safe keeping.

Thanking you,

Place: Faridabad

Dated: 26th September, 2014

Yours faithfully,

Savita Jyoti

Ms. Savita Jyoti
Scrutinizer

Practicing Company Secretary

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

ANNEXURE – A
Electronic Voting/through ballot (physical) results

Resolution No. 1 – Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
297	118062676	99.7115

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
13	341549	0.2885

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

Total number of members whose votes were declared invalid	Total number of votes cast by Them
8	920926

Resolution No. 2 – Ordinary Resolution

To declare dividend for the financial year 2013-14

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
309	119313459	99.9971

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
7	3471	0.0029

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

Total number of members whose votes were declared invalid	Total number of votes cast by Them
3	8613

Resolution No. 3 – Ordinary Resolution

To appoint a Director in place of Shri D. P. Bhargava (DIN 01277269), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
249	29555529	24.7706

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
66	89761511	75.2294

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

Total number of members whose votes were declared invalid	Total number of votes cast by Them
4	8475

Resolution No. 4 – Ordinary Resolution

To appoint a Director in place of Shri J. K. Sharma (DIN 00387785), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
244	29552762	24.7684

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
69	89763796	75.2316

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

Total number of members whose votes were declared invalid	Total number of votes cast by Them
6	9001

A.J. 4

Resolution No. 5 – Ordinary Resolution

To fix remuneration of the Joint Statutory Auditors for the year 2014 – 15

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
281	101174103	84.7953

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
32	18141640	15.2047

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

Total number of members whose votes were declared invalid	Total number of votes cast by Them
7	9815

Resolution No. 6 – Ordinary Resolution

To ratify the remuneration of the cost auditors appointed by the Board

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
284	119301292	99.9878

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
33	14615	0.0122

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

Total number of members whose votes were declared invalid	Total number of votes cast by Them
5	8450

A.J.

Resolution No. 7 – Ordinary Resolution

To appoint Shri Shantikam Hazarika as an Independent Director to hold office for a balance term up to 16th May, 2015.

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
280	119298690	99.9863

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
32	16345	0.0137

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

Total number of members whose votes were declared invalid	Total number of votes cast by Them
7	9206

Resolution No. 8 – Ordinary Resolution

To appoint Shri A. Gopalakrishnan as an Independent Director to hold office for a balance term up to 29th February, 2016.

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
248	30737133	25.7613

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
62	88577892	74.2387

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

Total number of members whose votes were declared invalid	Total number of votes cast by Them
9	9382

SJ 6

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

Resolution No. 9 – Ordinary Resolution

To appoint Shri R. S. T. Sai as the CMD of the Company on the terms and conditions determined by the Government of India.

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
281	95572979	80.101

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

Number of members voted electronically/ through ballot (physical)	Number of votes cast by them	% of total number of valid votes cast
32	23742651	19.899

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

Total number of members whose votes were declared invalid	Total number of votes cast by Them
6	8715

A.J.

ANNEXURE – B
Results of Polling at the AGM

Resolution No. 1 – Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.

(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	9516272434	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	NIL

(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 declare dividend for the financial year 2013-14

(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	9516272434	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	NIL

(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

A.J. 8

Resolution No. 3 – Ordinary Resolution

To appoint a Director in place of Shri D. P. Bhargava (DIN 01277269), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended 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	9516272434	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	NIL

(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. 4 – Ordinary Resolution

To appoint a Director in place of Shri J. K. Sharma (DIN 00387785), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended 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	9516272434	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	NIL

A.J. 9

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

(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. 5 – Ordinary Resolution

To fix remuneration of the Joint Statutory Auditors for the year 2014 – 15

(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	9516272434	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	NIL

(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. 6 – Ordinary Resolution

To ratify the remuneration of the cost auditors appointed by the Board

(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	9516272434	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	NIL

A.J. 10

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

(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. 7 – Ordinary Resolution

To appoint Shri Shantikam Hazarika as an Independent Director to hold office for a balance term up to 16th May, 2015.

(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
3	62712	0.0007

(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	9516209722	99.9993

(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. 8 – Ordinary Resolution

To appoint Shri A. Gopalakrishnan as an Independent Director to hold office for a balance term up to 29th February, 2016.

(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
3	62712	0.0007

S.J. 11

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

(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	9516209722	99.9993

(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 R. S. T. Sai as the CMD of the Company on the terms and conditions determined by the Government 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	9516272434	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	NIL

(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

X.J.

ANNEXURE C
Consolidated Results

Based on the result of e-Voting/ through ballot (physical) and of polling through ballot (physical) at the Annual General Meeting, consolidated results of each item of the Agenda as set out in the Notice dated August 14, 2014 is as given below:

Consolidated Results of Item No. 1 – Ordinary Resolution

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Statement of Profit & Loss for the financial year ended on that date together with Report of the Board of Directors and Auditors thereon.

Particulars	Number of Votes contained in			Percentage (%)
	e-Voting / through ballot (physical)	Poll at AGM	Total	
Assent	118062676	9516272434	9634335110	100.00
Dissent	341549	NIL	341549	0.00
Total	118404225	9516272434	9634676659	100

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice dated August 14, 2014, is passed with requisite majority.

Consolidated Results of Item No. 2 – Ordinary Resolution

To declare dividend for the financial year 2013-14

Particulars	Number of Votes contained in			Percentage
	e-Voting / through ballot (physical)	Poll at AGM	Total	
Assent	119313459	9516272434	9635585893	100.00
Dissent	3471	NIL	3471	0.00
Total	119316930	9516272434	9635589364	100.00

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice dated August 14, 2014, is passed with requisite majority.

Consolidated Results of Item No. 3 – Ordinary Resolution

To appoint a Director in place of Shri D. P. Bhargava (DIN 01277269), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.

X.J.

Particulars	Number of Votes contained in			Percentage
	e-Voting / through ballot (physical)	Poll at AGM	Total	
Assent	29555529	9516272434	9545827963	99.07
Dissent	89761511	NIL	89761511	0.93
Total	119317040	9516272434	9635589474	100.00

Thus, the Ordinary Resolution as contained in Item No. 3 of the Notice dated August 14, 2014, is passed with requisite majority.

Consolidated Results of Item No. 4 – Ordinary Resolution

To appoint a Director in place of Shri J. K. Sharma (DIN 00387785), who retires by rotation and being eligible, offers himself for re-appointment for the remaining/extended term at the pleasure of the President of India.

Particulars	Number of Votes contained in			Percentage
	e-Voting / through ballot (physical)	Poll at AGM	Total	
Assent	29552762	9516272434	9545825196	99.06
Dissent	89763796	NIL	89763796	0.94
Total	119316558	9516272434	9635588992	100.00

Thus, the Ordinary Resolution as contained in Item No. 4 of the Notice dated August 14, 2014, is passed with requisite majority.

Consolidated Results of Item No. 5 – Ordinary Resolution

To fix remuneration of the Joint Statutory Auditors for the year 2014 – 15

Particulars	Number of Votes contained in			Percentage
	e-Voting / through ballot (physical)	Poll at AGM	Total	
Assent	101174103	9516272434	9617446537	99.81
Dissent	18141640	NIL	18141640	0.19
Total	119315743	9516272434	9635588177	100.00

Thus, the Ordinary Resolution as contained in Item No. 5 of the Notice dated August 14, 2014, is passed with requisite majority.



Consolidated Results of Item No. 6 – Ordinary Resolution

To ratify the remuneration of the cost auditors appointed by the Board

Particulars	Number of Votes contained in			Percentage
	e-Voting / through ballot (physical)	Poll at AGM	Total	
Assent	119301292	9516272434	9635573726	100.00
Dissent	14615	NIL	14615	0.00
Total	119315907	9516272434	9635588341	100.00

Thus, the Ordinary Resolution as contained in Item No. 6 of the Notice dated August 14, 2014, is passed with requisite majority.

Consolidated Results of Item No. 7 – Ordinary Resolution

To appoint Shri Shantikam Hazarika as an Independent Director to hold office for a balance term up to 16th May, 2015.

Particulars	Number of Votes contained in			Percentage
	e-Voting / through ballot (physical)	Poll at AGM	Total	
Assent	119298690	62712	119361402	01.24
Dissent	16345	9516209722	9516226067	98.76
Total	119315035	9516272434	9635587469	100.00

Thus, the Ordinary Resolution as contained in Item No. 7 of the Notice dated August 14, 2014, has not been passed.

Consolidated Results of Item No. 8 – Ordinary Resolution

To appoint Shri A. Gopalakrishnan as an Independent Director to hold office for a balance term up to 29th February, 2016.

Particulars	Number of Votes contained in			Percentage
	e-Voting / through ballot (physical)	Poll at AGM	Total	
Assent	30737133	62712	30799845	00.32
Dissent	88577892	9516209722	9604787614	99.68
Total	119315025	9516272434	9635587459	100.00

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

Thus, the Ordinary Resolution as contained in Item No. 8 of the Notice dated August 14, 2014, has not been passed.

Consolidated Results of Item No. 9 – Ordinary Resolution

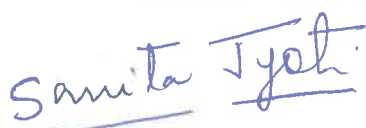
To appoint Shri R. S. T. Sai as the CMD of the Company on the terms and conditions determined by the Government of India.

Particulars	Number of Votes contained in			Percentage
	e-Voting / through ballot (physical)	Poll at AGM	Total	
Assent	95572979	9516272434	9611845413	99.75
Dissent	23742651	NIL	23742651	00.25
Total	119315630	9516272434	9635588064	100.00

Thus, the Ordinary Resolution as contained in Item No. 9 of the Notice dated August 14, 2014, is passed with requisite majority.

Thanking you,

Yours faithfully,
For **Savita Jyoti Associates**



CS Savita Jyoti
Practicing Company Secretary
FCS 3738; CP 1796

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

Place: Faridabad
Dated: 26th September, 2014