एनटीपीसी लिमिटेड
(भारत सरकार का उद्यम)
NTPC Limited
(A Govt. of India Enterprise)

केन्द्रीय कार्यालय/ Corporate Centre

Ref. No.: 01: SEC: AGM-40
Dated: September 21, 2016

To

General Manager Department of Corporate Services Bombay Stock Exchange Limited Floor 25, Phiroze Jeejeebhoy Towers Dalal Street Mumbai-400 001	Manager National Stock Exchange of India Limited Exchange Plaza Bandra-Kurla Complex Bandra(E) Mumbai-400 051

Sub.: Compliance under Regulation 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir,

In continuation with our letter dated 20.09.2016 and in compliance with the provisions of the Regulation 44 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results (in specified format) in respect of items of business transacted at the 40th Annual General Meeting of the Company held on Tuesday, 20th September, 2016 at 10.30 A.M. at Manekshaw Centre, Parade Road, New Delhi – 110010 alongwith the report of the scrutinizers.

Thanking you.

Yours faithfully,

(A.K. Rastogi)
Company Secretary &
Compliance Officer

Encl: As above

	NTPC LIMITED
Date of the AGM/EGM	20-09-2016
Total number of shareholders on record date	647201
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	21322
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable



Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of audited Standalone financial statements and consolidated financial statement of the Company for the year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1854598647	79.9770	1853919334	679313	99.9633	0.0366
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1854598647	79.977	1853919334	679313	99.9634	0.0366
Public- Non Institutions	E-Voting	175789358	4881452	2.7769	4880803	649	99.9867	0.0132
	Poll		21576	0.0123	21576	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4903028	2.7892	4902379	649	99.9868	0.0132
	Total	8245464400	7610260845	92.2963	7609580883	679962	99.9911	0.0089

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Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of payment of interim dividend and to declare final dividend for the year 2015-16.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1856795262	80.0717	1856795262	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1856795262	80.0717	1856795262	0	100	0
Public- Non Institutions	E-Voting	175789358	4881752	2.7770	4881117	635	99.9869	0.0130
	Poll		21576	0.0123	21576	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4903328	2.7893	4902693	635	99.987	0.013
	Total	8245464400	7612457760	92.3230	7612457125	635	100.0000	0.0000

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Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Shri S.C.Pandey (DIN: 03142319), who retires by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1855269743	80.0059	1350172123	505097620	72.7749	27.2250
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1855269743	80.0059	1350172123	505097620	72.775	27.225
Public- Non Institutions	E-Voting	175789358	4880066	2.7761	4874477	5589	99.8854	0.1145
	Poll		21683	0.0123	21683	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4901749	2.7884	4896160	5589	99.886	0.114
	Total	8245464400	7610930662	92.3045	7105827453	505103209	93.3635	6.6365



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Shri Kulamani Biswal(DIN: 03318539), who retires by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1855269743	80.0059	1378569601	476700142	74.3056	25.6943
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1855269743	80.0059	1378569601	476700142	74.3056	25.6944
Public- Non Institutions	E-Voting	175789358	4880066	2.7761	4874377	5689	99.8834	0.1165
	Poll		21576	0.0123	21576	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4901642	2.7884	4895953	5689	99.8839	0.1161
	Total	8245464400	7610930555	92.3044	7134224724	476705831	93.7366	6.2634



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - Fixation of remuneration of Statutory Auditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1856795262	80.0717	1846689438	10105824	99.4557	0.5442
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1856795262	80.0717	1846689438	10105824	99.4557	0.5443
Public- Non Institutions	E-Voting	175789358	4880666	2.7764	4879647	1019	99.9791	0.0208
	Poll		21683	0.0123	21683	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4902349	2.7887	4901330	1019	99.9792	0.0208
	Total	8245464400	7612456781	92.3230	7602349938	10106843	99.8672	0.1328

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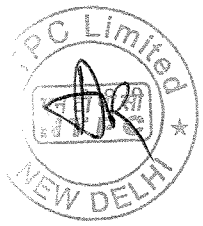
Resolution No.	6							
Resolution required: (Ordinary/ Special)	**ORDINARY - Appointment of Shri Gurdeep Singh (DIN: 00307037), as Chairman & Managing Director.**							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1854590430	79.9766	1792587685	62002745	96.6567	3.3432
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1854590430	79.9766	1792587685	62002745	96.6568	3.3432
Public- Non Institutions	E-Voting	175789358	4880216	2.7762	4878310	1906	99.9609	0.0390
	Poll		21683	0.0123	21683	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4901899	2.7885	4899993	1906	99.9611	0.0389
	Total	8245464400	7610251499	92.2962	7548246848	62004651	99.1852	0.8148

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Resolution No.	7							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri Aniruddha Kumar (DIN: 07325440), as Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1855269743	80.0059	1327809575	527460168	71.5696	28.4303
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1855269743	80.0059	1327809575	527460168	71.5696	28.4304
Public- Non Institutions	E-Voting	175789358	4880066	2.7761	4878399	1667	99.9658	0.0341
	Poll		21576	0.0123	21576	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4901642	2.7884	4899975	1667	99.966	0.034
	Total	8245464400	7610930555	92.3044	7083468720	527461835	93.0697	6.9303



Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri Rajesh Jain (DIN: 00103150), as Independent Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1851886548	79.8600	1850338944	1547604	99.9164	0.0835
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1851886548	79.86	1850338944	1547604	99.9164	0.0836
Public- Non Institutions	E-Voting	175789358	4879500	2.7758	4878075	1425	99.9707	0.0292
	Poll		21576	0.0123	21576	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4901076	2.7881	4899651	1425	99.9709	0.0291
	Total	8245464400	7607546794	92.2634	7605997765	1549029	99.9796	0.0204



Resolution No.	9							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Dr. Gauri Trivedi (DIN: 06502788), as Independent Director							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1851207235	79.8307	1814286165	36921070	98.0055	1.9944
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1851207235	79.8307	1814286165	36921070	98.0056	1.9944
Public- Non Institutions	E-Voting	175789358	4879475	2.7758	4878260	1215	99.9750	0.0249
	Poll		21683	0.0123	21683	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4901158	2.7881	4899943	1215	99.9752	0.0248
	Total	8245464400	7606867563	92.2552	7569945278	36922285	99.5146	0.4854

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Resolution No.	10							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Shri Seethapathy Chander (DIN: 02336635) as Independent Director.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1851886548	79.8600	1850338944	1547604	99.9164	0.0835
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1851886548	79.86	1850338944	1547604	99.9164	0.0836
Public- Non Institutions	E-Voting	175789358	4880041	2.7761	4878511	1530	99.9686	0.0313
	Poll		21683	0.0123	21683	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4901724	2.7884	4900194	1530	99.9688	0.0312
	Total	8245464400	7607547442	92.2634	7605998308	1549134	99.9796	0.0204



Resolution No.	11							
Resolution required: (Ordinary/ Special)	SPECIAL - Raising of funds upto Rs.15,000 Crore through issue of Bonds/Debentures on Private Placement basis.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1856795262	80.0717	1856795262	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1856795262	80.0717	1856795262	0	100	0
Public- Non Institutions	E-Voting	175789358	4880831	2.7765	4879037	1794	99.9632	0.0367
	Poll		21576	0.0123	21576	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4902407	2.7888	4900613	1794	99.9634	0.0366
	Total	8245464400	7612456839	92.3230	7612455045	1794	100.0000	0.0000



Resolution No.	12							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of remuneration of the Cost Auditors for the financial year 2016-17							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] *100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5750759170	0	0.0000	00	0	0.0000	0.0000
	Poll		5750759170	100.0000	5750759170	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		5750759170	100	5750759170	0	100	0
Public- Institutions	E-Voting	2318915872	1856795262	80.0717	1853358760	3436502	99.8149	0.1850
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1856795262	80.0717	1853358760	3436502	99.8149	0.1851
Public- Non Institutions	E-Voting	175789358	4880666	2.7764	4879352	1314	99.9730	0.0269
	Poll		21576	0.0123	21576	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		4902242	2.7887	4900928	1314	99.9732	0.0268
	Total	8245464400	7612456674	92.3230	7609018858	3437816	99.9548	0.0452



KUMAR NARESH SINHA & ASSOCIATES
Company Secretaries

Flat No. 121, Vinayak Apartments
Plot No. C-58/19, Sector-62,
NOIDA-201307 (U.P.)
Tel. : 0120-4117114
Mobile : 9868282032, 9810184269
E-mail : kumarnareshsinha@gmail.com

Date: 20.09.2016

CONSOLIDATED SCRUTINIZER'S REPORT

To
The Chairman
40th Annual General Meeting of Equity Shareholders of **NTPC Limited** held on **Tuesday, the 20th September,2016 at 10.30 hrs. at Manekshaw Centre, Parade Road New Delhi -110010.**

Sub: Consolidated Scrutinizer's Report on Remote e-voting and on Poll pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the 40th Annual General Meeting of the members of NTPC Limited held on Tuesday, the 20th September, 2016 at 10.30 hrs.

Dear Sir,

I,Naresh Kumar Sinha, Partner of M/S Kumar Naresh Sinha & Associates., Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of **NTPC Limited** (CIN: L40101DL1975G01007966) ("the Company") to scrutinize the votes cast by the remote e-voting process and physical polling at the Annual General Meeting (AGM) held on Tuesday, the 20th September, 2016 submit my Report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means (i.e. by remote e-voting) and voting by poll using polling/ ballot paper at the AGM for resolutions contained in the Notice of the 40th Annual General Meeting of the Company.

2. As Scrutinizer for the voting process at the AGM our responsibility is to provide the Scrutinizer's Report on the votes cast in "favour" or "against" the resolutions stated in the notice, based on the votes cast through ballot papers at the meeting and reports generated from the e-voting system provided by M/s. Karvy Computershare Private Limited (Karvy).

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3. The Shareholders of the Company holding shares as on the "cut-off" date cut-off date i.e. September 13, 2016. were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting of the Company.

4. The remote e-voting commenced from September 16, 2016 (9:00 A.M. IST) and ended on September 19, 2016 (5:00 P.M.IST). and the e-voting platform was blocked thereafter by KARVY.

5. The facility for voting through physical ballot papers was made available at the meeting and members attending the meeting, who did not cast their vote by remote e-voting exercised their right to vote at the meeting through ballot papers.

6. Immediately, after conclusion of voting at the meeting, the polling box containing the ballot papers were opened and votes were counted in the presence of two witnesses, Mr.Ghanshyam Thakur and Mr.Rakesh Kumar Jamwal who are not in employment of the company.

7. Thereafter, the result of remote e-voting was unblocked from the website of KARVY i.e. URL: https://evoting.karvy.com. in the presence of above two witnesses.

8. Accordingly, I hereby submit my Consolidated Report as follows, on the results of the remote e-voting and Poll conducted at the meeting:

ITEM No.1: Ordinary Resolution

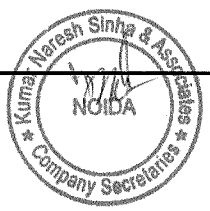
: To receive, consider and adopt: (a) the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016 and the report of the Auditors thereon.

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	881	1858800137	99.9634
Poll	46	5750780746	100
Total	927	7609580883	99.9911

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	8	679962	0.0366
Poll	0	0	0
Total	8	679962	0.0089



(iii). **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	2	108
Total	2	108

ITEM No.2: Ordinary Resolution
To confirm payment of interim dividend and declare final dividend for the year 2015-16.

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	884	1861676379	100
Poll	46	5750780746	100
Total	930	7612457125	100

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	6	635	0
Poll	0	0	0
Total	6	635	0

(iii) **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	2	108
Total	2	108

ITEM No.3: Ordinary Resolution
To appoint a Director in place of Shri S.C.Pandey (DIN: 03142319), who retires by rotation and being eligible, offers himself for re-appointment.
(i) Voted **in favour** of the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	584	1355046600	72.8461

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Poll	47	5750780853	100
Total	631	7105827453	93.3635

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	299	505103209	27.1539
Poll	0	0	0
Total	299	505103209	6.6365

(iii) **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	1	1
Total	1	1

ITEM No.4: Ordinary Resolution
To appoint a Director in place of Shri Kulamani Biswal (DIN: 03318539), who retires by rotation and being eligible, offers himself for re-appointment.

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	620	1383443978	74.3727
Poll	46	5750780746	100
Total	666	7134224724	93.7366

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	263	476705831	25.6273
Poll	0	0	0
Total	263	476705831	6.2634

(iii) **Invalid** Voting:

Particulars	Number of members whose	Number of votes cast by them

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	votes were declared invalid	
Remote e-voting	0	0
Poll	2	108
Total	2	108

ITEM No.5: Ordinary Resolution
To fix the remuneration of the Statutory Auditors

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	873	1851569085	99.4571
Poll	47	5750780853	100
Total	920	7602349938	99.8672

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	13	10106843	0.5429
Poll	0	0	0
Total	13	10106843	0.1328

(iii) **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	1	1
Total	1	1

ITEM No.6: Ordinary Resolution
To appoint Shri Gurdeep Singh (DIN: 00307037), as Chairman & Managing Director of the Company who was appointed as an Additional Director and designated as Chairman & Managing Director by the Board of Directors with effect from 04th February, 2016 as a Director of the Company, not liable to retire by rotation.

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	803	1797465995	96.6655
Poll	47	5750780853	100
Total	850	7548246848	99.1852

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(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	81	62004651	3.3345
Poll	0	0	0
Total	81	62004651	0.8148

(iii) **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	1	1
Total	1	1

ITEM No.7: Ordinary Resolution
To appoint Shri Aniruddha Kumar (DIN: 07325440), who was appointed as a Part Time Director (Government Nominee) by the Board of Directors with effect from 25th February, 2016 as a Director of the Company, not liable to retire by rotation.

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	558	1332687974	71.6441
Poll	46	5750780746	100
Total	604	7083468720	93.0697

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	324	527461835	28.3559
Poll	0	0	0
Total	324	527461835	6.9303

(iii) **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0

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Poll	2	108
Total	2	108

ITEM No.8: Ordinary Resolution
To appoint Shri Rajesh Jain (DIN: 00103150)who was appointed as an Additional Director by the Board of Directors with effect from 18th November, 2015 , as Independent Director of the Company, not liable to retire by rotation

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	859	1855217019	99.9166
Poll	46	5750780746	100
Total	905	7605997765	99.9796

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	12	1549029	0.0834
Poll	0	0	0
Total	12	1549029	0.0204

(iii) **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	2	108
Total	2	108

ITEM No.9: Ordinary Resolution
To appoint Dr. Gauri Trivedi (DIN: 06502788), who was appointed as an Additional Director by the Board of Directors with effect from 18th November, 2015, as woman Independent Director of the Company , not liable to retire by rotation.

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	820	1819164425	98.0107
Poll	47	5750780853	100
Total	867	7569945278	99.5146

(ii) Voted **against** the resolution

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Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	50	36922285	1.9893
Poll	0	0	0
Total	50	36922285	0.4854

(iii) **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	1	1
Total	1	1

ITEM No.10: Ordinary Resolution
To appoint Shri Seethapathy Chander (DIN: 02336635), who was appointed as an Additional Director by the Board of Directors, with effect from 22nd June, 2016, as Independent Director of the Company , not liable to retire by rotation.

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	859	1855217455	99.9166
Poll	47	5750780853	100
Total	906	7605998308	99.9796

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	14	1549134	0.0834
Poll	0	0	0
Total	14	1549134	0.0204

(iii) **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	1	1
Total	1	1

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ITEM No.11: Special Resolution

To raise funds up to Rs15,000 Crore through issue of Bonds/Debentures on Private Placement basis

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	866	1861674299	99.9999
Poll	46	5750780746	100
Total	912	7612455045	100

(ii) Voted **against** the resolution

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	21	1794	0.0001
Poll	0	0	0
Total	21	1794	0.0000

(iii) **Invalid** Voting:

Particulars	Number of members whose votes were declared invalid	Number of votes cast by them
Remote e-voting	0	0
Poll	2	108
Total	2	108

ITEM No.12: Ordinary Resolution

To ratify the remuneration of Rs` 28,87,500/- (Rs Twenty eight lacs eighty seven thousands five hundred only)as approved by the Board of Directors payable to Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-17

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

Particulars	Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
Remote e-voting	873	1858238112	99.8153
Poll	46	5750780746	100
Total	919	7609018858	99.9548

(ii) Voted **against** the resolution

Particulars	Number of members	Number of Votes	% of total number

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	voted	cast by them	of valid votes cast
Remote e-voting	13	3437816	0.1847
Poll	0	0	0
Total	13	3437816	0.0452

(iii) **Invalid** Voting:

Particulars	**Number of members whose votes were declared invalid**	**Number of votes cast by them**
Remote e-voting	0	0
Poll	2	108
Total	2	108

9. I hereby confirm that all the resolutions mentioned hereinabove were passed with the requisite majority through Remote e-voting and Poll conducted on the date of the AGM.

10. Further, it is to inform you that I am maintaining the Registers and other records in respect of the votes cast through Remote e-voting and Poll by the shareholders of the Company. I shall hand over these records to the Company Secretary of the Company.

Thanking You,

Yours faithfully,

For Kumar Naresh Sinha & Associates
Company Secretaries

Naresh Kumar Sinha
(Scrutinizer)
B. Com (Hons.), FCS, MBA,LLB.
CP No.14984 FCS 1807

Countersigned by

Gurdeep Singh

(Chairman of the Meeting)

Place: New Delhi
Date: 20.09.2016

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