JAYPEE INFRATECH LIMITED

DECLARATION OF RESULTS OF REMOTE E-VOTING AND VOTING BY BALLOT IN RESPECT OF THE 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF "JAYPEE INFRATECH LIMITED" HELD ON AUGUST 27, 2015.

On the basis of the reports submitted by Ms. Sunita Mathur, Practicing Company Secretary (CP No. 741) and Ms. Anjali Yadav, Practicing Company Secretary (CP No. 7257), Alternate Scrutinizer appointed by the Board of Directors for the purpose of Scrutinizing the remote e-voting process, which started on 24th August, 2015 at 9.00 A.M. and ended on 26th August, 2015 at 5.00 P.M., and voting through Ballot process, which was conducted on 27th August 2015, at the 8th Annual General Meeting of the Company, I declare the Result of the voting on the Resolutions by the Members of the Company as contained in the Notice dated 28th May, 2015 in respect of 8th Annual General Meeting held on 27th August, 2015, as follows:

Resolution No. 1(a) (Ordinary)

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015, together with the Reports of the Board of Directors and the Auditors thereon be and are hereby adopted."

Total votes	1388933497
Total valid votes cast	1032109324
Total votes cast in favour of the Resolution	1032105237
Total votes cast against the Resolution	4187
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

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(a) has been passed as an **Ordinary Resolution**.

Resolution No. 1 (b) (Ordinary)

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015, together with the Report of the Auditors thereon be and are hereby adopted."

Total votes	1388933497
Total valid votes cast	1032109424
Total votes cast in favour of the Resolution	1032105337
Total votes cast against the Resolution	4087
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

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(b) has been passed as an **Ordinary Resolution**.

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Resolution No. 2 (a) (Ordinary)

"RESOLVED THAT Shri Rakesh Sharma (DIN:00009952)who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

Total votes	1388933497
Total valid votes cast	1032109424
Total votes cast in favour of the Resolution	1010894698
Total votes cast against the Resolution	21214726
%age of valid votes cast in favour of the Resolution	97.94
%age of valid votes cast against the Resolution	2.06

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(a) has been passed as an **Ordinary Resolution**.

Resolution No. 2(b) (Ordinary)

"RESOLVED THAT Smt. Rekha Dixit (DIN:00913685), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as Director of the Company."

Total votes	1388933497
Total valid votes cast	1032109424
Total votes cast in favour of the Resolution	1032102481
Total votes cast against the Resolution	6943
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

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(b) has been passed as an **Ordinary Resolution**.

Resolution No. 2(c) (Ordinary)

"RESOLVED THAT Shri Manoj Gaur (DIN:00008480), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company."

Total votes	1388933497
Total valid votes cast	1032109574
Total votes cast in favour of the Resolution	1032103981
Total votes cast against the Resolution	5593
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

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(c) has been passed as an **Ordinary Resolution**.

Resolution No. 3 (Ordinary)

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors and the Resolution passed by the members at the Annual General Meeting of the Company held on 22nd September, 2014, the Company hereby ratifies the appointment of M/s R. Nagpal Associates, Chartered Accountants (Firm Registration No. 002626N) as the Statutory Auditors of the Company, to hold office till the conclusion of the 10th Annual General Meeting of the Company to be held in the year 2017 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending 31st March, 2016 as may be determined by the Audit Committee of the Board of Directors."

Total votes	1388933497
Total valid votes cast	1032109424
Total votes cast in favour of the Resolution	1032104131
Total votes cast against the Resolution	5293
%age of valid votes cast in favour of the Resolution	100
%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. 3 has been passed as an **Ordinary Resolution**.

Resolution No. 4 (Ordinary)

"RESOLVED THAT pursuant to Sections 196,197,203 Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to such other approvals, as may be necessary, approval of the Company be and is hereby accorded to the re-appointment of Shri Rakesh Sharma (DIN: 00009952) as Whole-time Director of the Company for a further period of three years with effect from 1st April, 2015 to 31st March, 2018, on such remuneration, as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Total votes	1388933497
Total valid votes cast	1032109534
Total votes cast in favour of the Resolution	1032103990
Total votes cast against the Resolution	5544
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

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 (a) (Ordinary)

"RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Rules made thereunder and in accordance with the Listing Agreement and the Articles of Association of the Company, Shri P. Uma Shankar (DIN: 00130363) who was appointed as an Additional Director of the Company w.e.f. 22nd September, 2014 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement and is qualified for being appointed as an Independent Director and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years from 22nd September, 2014 to 21st September, 2019."

Total votes	1388933497
Total valid votes cast	1032109424
Total votes cast in favour of the Resolution	1032102481
Total votes cast against the Resolution	6943
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

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 (a) has been passed as an **Ordinary Resolution**.

Resolution No. 5 (b) (Ordinary)

"RESOLVED THAT pursuant to Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Rules made thereunder and in accordance with the Listing Agreement and the Articles of Association of the Company, Shri Lalit Bhasin (DIN: 00002114) who was appointed as an Additional Director of the Company w.e.f. 9th February, 2015 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Clause 49 of the Listing Agreement and is qualified for being appointed as an Independent Director and in respect of whom a notice in writing under Section 160 of the Act has been received from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years from 9th February, 2015 to 8th February, 2020."

Total votes	1388933497
Total valid votes cast	1032109424
Total votes cast in favour of the Resolution	1032102481
Total votes cast against the Resolution	6943
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

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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(b) has been passed as an **Ordinary Resolution**.

Resolution No. 6 (Ordinary)

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Shri Sanjay Mehra (Membership No. 35574), the 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 ending 31st March, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

Total votes	1388933497
Total valid votes cast	1032109424
Total votes cast in favour of the Resolution	1032103596
Total votes cast against the Resolution	5828
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

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 (Special)

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Memorandum and Articles of Association of the Company and in terms of Clause 49 and any other applicable provisions of the Listing Agreement and Clause 4.2 of SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 read with Circular No. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014, approval of the members of the Company be and is hereby accorded to the existing contracts and arrangements of the Company, as per details given in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded for ratification of all aforesaid related party transactions already entered into by the Company, exceeding the threshold limits, as mentioned in Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014 and which are material in nature in terms of Clause 49 of the Listing Agreement.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such

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agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this Resolution, in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

Total votes	1388933497
Total valid votes cast	23996506
Total votes cast in favour of the Resolution	23988912
Total votes cast against the Resolution	7594
%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 three times the votes cast against the Resolution, I hereby declare that Resolution No. 7 has been passed as a **Special Resolution**.

Resolution No. 8 (Special)

"RESOLVED THAT pursuant to Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee, duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to make offer(s) or invitation(s) to subscribe to the secured/unsecured, redeemable, non-convertible debentures/debt securities, on private placement basis, in one or more series/tranches, from time to time, upto an aggregate amount of Rs. 1500 Crores (Rupees Fifteen Hundred Crores Only) during the period of one year from the date of passing of this Resolution, within the overall borrowing powers, under Section 180(1)(c) of the Companies Act, 2013 and such other limits as may be approved by the members from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the party(ies) (not more than 200 persons in the aggregate) to whom the offer(s)/invitation(s) is/are to be made, and the terms and conditions of the issue including, without limitation, as to when the Debentures/Debt securities are to be issued, consideration of the issue, mode of payment, rate of interest/coupon rate, redemption period, utilization of the issue proceeds and all matter connected therewith or incidental thereto and to do at their absolute discretion all such acts, deeds, matters and things, including issue of allotment letter/advice/certificates and signing of Master Creation/ Corporate Action Forms with the Depository(ies) in respect of the said secured / unsecured, redeemable, non-convertible debentures / debt securities, settle any question, difficulty or doubt that may arise in this regard, as it may, in its absolute discretion, deem expedient, desirable and necessary including to sign and submit necessary applications, undertakings, declarations, agreements and other papers, and to delegate all or any of the powers herein conferred to any Committee of

Directors or Managing Director or Whole-time Director or any Director(s) or any other Officer(s) of the Company, to give effect to this Resolution.

Total votes	1388933497
Total valid votes cast	1032108052
Total votes cast in favour of the Resolution	1032101809
Total votes cast against the Resolution	6243
%age of valid votes cast in favour of the Resolution	100
%age of valid votes cast against the Resolution	0

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. 8 has been passed as a **Special Resolution**.

Based on the Consolidated Report of the Scrutinizer and Alternate Scrutinizer Dated 27^{th} August, 2015 I hereby declare that :

- 1. All Resolutions as set out in the Notice of the 8th Annual General Meeting have been duly approved by the members with requisite majority and such resolutions are deemed to be passed as on the date of the 8th Annual General Meeting of the Company i.e. 27th August, 2015.
- 2. It is further submitted that 2 shareholders have already cast their votes electronically through remote e-voting and they have casted votes through ballot paper also. In view of Rule 20 of the Companies (Management & Administration) Amendment Rules 2015, scrutinizers have not considered their votes casted through ballot paper as valid.
- 3. Related Party abstained from voting on Resolution No. 7 of the Notice of the 8th AGM of the Company.

The Results along with the Scrutinizer's Report shall be available on the Company's Website, www.jaypeeinfratech.com & on CDSL's Website.

SUNIL KUMAR SHARMA)

Chairman of the Meeting DIN: 00008125

Place: Noida

Date: 28th August, 2015