Consolidated Scrutinizer's Report on Remote E-voting and Voting through polling paper

To,

The Chairman of 22nd Annual General Meeting of **Jaiprakash Power Ventures Limited**Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli – 486 669 Madhya Pradesh

Sub.: Consolidated Report of the Scrutinizer and Alternate Scrutinizer on Remote E-voting carried out during Tuesday, 12th September, 2017 (9:00 A.M.) to Thursday, 14th September, 2017 (5:00 P.M.) and voting through poll conducted at 22nd Annual General Meeting of Jaiprakash Power Ventures Limited held on Friday, 15th September, 2017 at 10:00 A.M. at the registered office of the Company pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2016 w.e.f 23rd September, 2017 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

We, D.P Gupta, Practising Company Secretary (Membership No. FCS 2411) and Vishal Lochan Aggarwal, Practising Company Secretary (Membership No. FCS 7241) were appointed as Scrutinizer and Alternate Scrutinizer respectively by the Board of Directors of Jaiprakash Power Ventures Limited ("the Company") for the purpose of:

- (i) Scrutinizing the voting through remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rules") as substituted by the Companies (Management and Administration) Amendment Rules, 2016 w.e.f 23.09.2016 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (ii) Scrutinizing the voting through poll in the fair and transparent manner under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of Rules, on the resolutions contained in the notice to the 22nd Annual General Meeting ("AGM")





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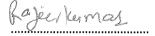
of the Members of the Company, held on 15th September, 2017 at the Registered Office of the Company at Complex of Jaypee Nigrie Super Thermal Power Plant, Nigrie, Tehsil Sarai, District Singrauli – 486 669 (Madhya Pradesh) at 10:00 A.M., and submit our report as under:

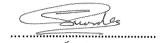
- 1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by poll on the resolutions contained in the Notice to the 22nd AGM of the Members of the Company.
- 2. Our responsibility as a Scrutinizer and Alternate Scrutinizer for the remote e-voting process and for voting through poll at the AGM is restricted to make a Scrutinizer's report of the votes cast in "Favour" or "Against" the resolutions stated in notice of the AGM, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company and Alankit Assignments Limited ("The RTA"), to provide voting through poll conducted at the 22nd AGM.
- 3. Further for the above, we submit our report as under:
 - (a) In accordance with the notice of the 22nd AGM sent to the Members, the remote e-voting period commenced on Tuesday, 12th September, 2017 at 9:00 A.M. to Thursday, 14th September, 2017 at 05:00 P.M. and was disabled for voting thereafter.
 - (b) The Members of the Company holding shares as on the "cut-off date" i.e. Friday, 08^{th} September, 2017 were entitled to vote on the resolutions as contained in the Notice of the 22^{nd} Annual General Meeting.
 - (c) At the venue of the AGM, the facility to vote through polling papers had been provided to those members who were present in the AGM and have not exercised the option of remote e-voting.
 - (d) Empty ballot box was kept for polling and was locked in our presence with due identification marks placed by us.
 - (e) After the time fixed for closing of poll by the Chairman, the locked ballot box was subsequently opened in our presence along with the two witnesses, Mr. Rajeev Kumar, R/o F-66, Prashant Vihar, Rohini Sector-14, Delhi-110085 and Mr. Sandeep Vasudev R/o T-28, Uttam Nagar, New Delhi-110059, who are not in the employment of the Company and they have signed below in confirmation of the voting by poll. The poll papers were diligently scrutinized and reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and also with the authorisation/ proxies lodged with the Company.





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Mr. Rajeev Kumar

Mr. Sandeep Vasudev

- (f) The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.
- (g) After counting the votes cast by the Members and proxy holders present at the 22^{nd} AGM, through polling paper, the votes cast through remote e-voting were unblocked on 15^{th} September, 2017 at 1:15 P.M. in the presence of two witnesses, Mr. Rajeev Kumar R/o F-66, Prashant Vihar, Rohini Sector-14, Delhi-110085 and Mr. Sandeep Vasudev R/o T-28, Uttam Nagar, New Delhi-110059, who are not in employment of the Company and they have signed below in confirmation of the remote e-voting being unblocked in their presence.

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Mr. Rajeev Kumar

Mr. Sandeep Vasudev

- 4. We have issued separate scrutinizer's reports dated 16th September, 2017 on the remote e-voting, voting by poll and combined report (Remote e-voting and voting by Poll) on the resolutions as contained in the Notice of the AGM.
- 5. Thereafter, as per Rule 20 of the Rules, we submit herewith Consolidated Scrutinizers' Report on the results of remote e-voting together with that of voting by Poll, stating total votes cast, valid votes, invalid votes, votes in favour of the Resolutions (No. & %) and votes cast against the Resolutions (No. & %) as under:-





ITEM 1.

ORDINARY RESOLUTION - TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017 TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS REPORTS THEREON.

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	272	19,92,94,630	
Voting by ballot	116	2,35,79,42,390	
Total	388	2,55,72,37,020	100

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	7,351	
Voting by ballot	0	0	
Total	10	7,351	0*

^{*} Percentage of votes cast against the Resolution are negligible

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared	Total number of votes cast by them	
invalid		
0	0	

ITEM 2.

ORDINARY RESOLUTION - TO APPOINT A DIRECTOR IN PLACE OF SHR! MANOJ GAUR (DIN: 00008480), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	230	18,42,58,721	
Voting by ballot	116	2,35,79,42,390	





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Total	346	2,54,22,01,111	99.41

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	50	1,50,40,905	
Voting by ballot	0	0	
Total	50	1,50,40,905	0.59

(iii) Invalid votes:

Total number of members (in person or	Total number of votes cast by them
by proxy) whose votes were declared	·
invalid	
0	0

ITEM 3.

ORDINARY RESOLUTION - TO APPOINT A DIRECTOR IN PLACE OF SHRI G.P. GAUR (DIN: 00918895), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	230	19,92,33,127	
Voting by ballot	116	2,35,79,42,390	
Total	346	2,55,71,75,517	100

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	43	41,879	
Voting by ballot	0	0	
Total	43	41,879	0*

^{*} Percentage of votes cast against the Resolution are negligible

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them	
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0	0	





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ITEM 4.

ORDINARY RESOLUTION - TO APPOINT A DIRECTOR IN PLACE OF MS. SUNITA JOSHI (DIN: 00025720), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	237	19,91,99,809	
Voting by ballot	116	2,35,79,42,390	
Total	353	2,55,71,42,199	100

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	39	80,766	
Voting by ballot	0	0	
Total	39	80,766	0*

^{*} Percentage of votes cast against the Resolution are negligible

(iii) Invalid votes:

Total number of members (in person or	Total number of votes cast by them	
by proxy) whose votes were declared		
invalid		
0	0	

ITEM 5.

ORDINARY RESOLUTION - TO APPOINT M/S. LODHA & COMPANY, CHARTERED ACCOUNTANTS (FRN: 301051E) AS THE STATUTORY AUDITORS OF THE COMPANY FOR THE PERIOD OF FIVE (5) YEARS FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE 27TH ANNUAL GENERAL MEETING TO BE HELD IN 2022 SUBJECT TO RATIFICATION IN EACH AGM AND TO DECIDE ON THE MATTER OF REMUNERATION TO AUDITOR

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	259	19,92,66,274	
Voting by ballot	116	2,35,79,42,390	





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Total	375	2 55 72 08 664	100
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(ii) Voted **against** of the resolution:

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Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	17,782	
Voting by ballot	0	0	
Total	17	17,782	0*

^{*} Percentage of votes cast against the Resolution are negligible

(iii) Invalid votes:

Total number of members (in person or	Total number of votes cast by them
by proxy) whose votes were declared invalid	
0	0

ITEM 6.

ORDINARY RESOLUTION - RATIFICATION OF THE REMUNERATION OF COST AUDITOR

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	252	19,92,18,218	
Voting by ballot	116	2,35,79,42,390	
Total	368	2,55,71,60,608	100

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

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Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	24	65,928	
Voting by ballot	0	0	
Total	24	65,928	0*

^{*} Percentage of votes cast against the Resolution are negligible

Total number of members (in person or by proxy) whose votes were declared	Total number of votes cast by them
invalid	
0	0





ITEM 7.

ORDINARY RESOLUTION - APPOINTMENT OF SHRI M.K.V. RAMA RAO AS DIRECTOR

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	250	19,92,55,248	
Voting by ballot	116	2,35,79,42,390	
Total	366	2,55,71,97,638	100

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

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Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	22	21,673	
Voting by ballot	0	0	
Total	22	21,673	0*

^{*} Percentage of votes cast against the Resolution are negligible

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM 8.

SPECIAL RESOLUTION - RE- APPOINTMENT OF SHRI R.N. BHARDWAJ AS AN INDEPENDENT DIRECTOR

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	242	19,92,11,958	
Voting by ballot	116	2,35,79,42,390	
Total	358	2,55,71,54,348	100

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

Mode of Voting	Number of members	Number of votes	% of total number of
	present and voting	cast by them	valid votes cast





	(in person or by proxy)		
Remote e-voting	31	69,493	
Voting by ballot	0	0	
Total	31	69,493	0*

^{*} Percentage of votes cast against the Resolution are negligible

(iii) Invalid votes:

Total number of members (in person or	Total number of votes cast by them
by proxy) whose votes were declared	
invalid	
0	0

ITEM 9.

SPECIAL RESOLUTION - RE-APPOINTMENT OF SHRI B. B. TANDON AS AN INDEPENDENT DIRECTOR

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	240	18,43,37,225	
Voting by ballot	116	2,35,79,42,390	
Total	356	2,54,22,79,615	99.42

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	34	1,49,44,940	
Voting by ballot	0	0	
Total	34	1,49,44,940	0.58

Total number of members (in person or	Total number of votes cast by them
by proxy) whose votes were declared	
invalid	
0	0





ITEM 10.

SPECIAL RESOLUTION - RE-APPOINTMENT OF SHRI A. K. GOSWAMI AS AN INDEPENDENT DIRECTOR

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	235	18,42,12,372	
Voting by ballot	116	2,35,79,42,390	
Total	351	2,54,21,54,762	99.41

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	37	1,50,68,789	
Voting by ballot	0	0	
Total	37	1,50,68,789	0.59

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM 11.

${\bf SPECIAL\ RESOLUTION-RE-APPOINTMENT\ OF\ SHRI\ S.\ S.\ GUPTA\ AS\ AN\ INDEPENDENT\ DIRECTOR$

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	238	19,91,60,867	
Voting by ballot	116	2,35,79,42,390	
Total	354	2,55,71,03,257	100

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

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Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	34	1,20,997	





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Voting by ballot	0	0	
Total	34	1,20,997	0

^{*} Percentage of votes cast against the Resolution are negligible

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM 12.

SPECIAL RESOLUTION - RE-APPOINTMENT OF SHRI J. N. GUPTA AS AN INDEPENDENT DIRECTOR

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

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Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	239	19,92,11,143	
Voting by ballot	116	2,35,79,42,390	
Total	355	2,55,71,53,533	100

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

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Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	32	69,796	
Voting by ballot	0	0	
Total	32	69,796	0*

^{*} Percentage of votes cast against the Resolution are negligible

Total number of members (in person or by proxy) whose votes were declared	Total number of votes cast by them
invalid	
0	0





ITEM 13.

SPECIAL RESOLUTION - RE-APPOINTMENT OF SHRI K. N. BHANDARI AS AN INDEPENDENT DIRECTOR

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	232	18,42,05,957	
Voting by ballot	116	2,35,79,42,390	
Total	348	2,54,21,48,347	99.41

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	36	1,50,66,434	
Voting by ballot	0	0	
Total	36	1,50,66,434	0.59

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM 14.

SPECIAL RESOLUTION - RE-APPOINTMENT OF SHRI ATANU SEN AS AN INDEPENDENT DIRECTOR

(i) Voted in favour of the resolution:

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	243	19,92,15,603	
Voting by ballot	0	0	
Total	243	19,92,15,603	99.97

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

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Mode of Voting	Number of members	Number of votes	% of total number of
	present and voting	cast by them	valid votes cast
	(in person or by		
	proxy)		





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Remote e-voting	30	66,061	
Voting by ballot	0	0	
Total	30	66,061	0.03

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

Note:

Since Shri Atanu Sen, Director has resigned from the Board w.e.f. 13th September, 2017, therefore, the Chairman announced at the meeting not to cast votes on Item No. 14 as such no vote was cast by Ballot on this Item and therefore the Members present at the Meeting abstained on the Resolution for re-appointing Shri Atanu Sen.

ITEM 15.

SPECIAL RESOLUTION - RE-APPOINTMENT OF SHRI SHAM LAL MOHAN AS AN INDEPENDENT DIRECTOR

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	243	19,92,00,758	
Voting by ballot	116	2,35,79,42,390	
Total	359	2,55,71,43,148	100

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

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Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	29	74,213	
Voting by ballot	0	0	
Total	29	74,213	0*

^{*} Percentage of votes cast against the Resolution are negligible

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0





ITEM 16.

SPECIAL RESOLUTION - RE-APPOINTMENT OF SHRI KESHAV PRASAD RAU AS AN INDEPENDENT DIRECTOR

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	244	19,92,07,370	
Voting by ballot	116	2,35,79,42,390	
Total	360	2,55,71,49,760	100

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

Mode of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	31	74,801	
Voting by ballot	0	0	
Total	31	74,801	0*

^{*} Percentage of votes cast against the Resolution are negligible

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM 17.

SPECIAL RESOLUTION - FIXATION OF REMUNERATION OF SHRI SUREN JAIN, MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER

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

Mode of Voting	Number of members	Number of votes	% of total number of
	present and voting	cast by them	valid votes cast
	(in person or by	•	
	proxy)		
Remote e-voting	237	19,91,90,775	
Voting by ballot	116	2,35,79,42,390	
Total	353	2,55,71,33,165	100

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

Mode of Voting	Number of members	Number of votes	% of total number of
	present and voting	cast by them	valid votes cast
	(in person or by		
	proxy)		





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Remote e-voting	36	91,509	
Voting by ballot	0	0	
Total	36	91,509	0*

^{*} Percentage of votes cast against the Resolution are negligible

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(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

6. The report has been issued at the request of the Company for submission to the Stock Exchanges, to be placed on the website of the Company and website of the RTA. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior permission.

The relevant records relating to the poll including remote e-voting shall remain in our safe custody until the Chairman considers, approves and sign the minutes of the 22^{nd} AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.

Thanking You, Yours faithfully

CS Vishal Lochan Aggarwal

(Alternate Scrutinizer)

hishal LAggarwa

C.P. No. 7622

Membership No. FCS 7241

CS D.P Gupta

(Scrutinizer) C.P. No.1509

Membership No. FCS 2411

Date: 16th September, 2017

Countersigned by the Chairman of the meeting

(Suren Jain)
[Managing Director & CFO

DIN: 00011026]