

**MINUTES OF PROCEEDINGS OF THE EIGHTH ANNUAL GENERAL MEETING
OF THE MEMBERS OF RATTANINDIA POWER LIMITED HELD ON
WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2015 AT 9:00 A.M. AT CENTAUR
HOTEL, IGI AIRPORT, DELHI-GURGAON ROAD, NEW DELHI - 110037**

DIRECTORS PRESENT:

- 1 Mr. Rajiv Rattan, Chairman and Director
2. Mr. Narayanasany Jeevagan, Independent Director and Chairman of the Audit Committee
3. Mr. Yashish Dahiya, Independent Director
4. Mr. Sanjiv Chhikara, Independent Director
5. Mr. Debashis Gupta, Independent Director
6. Mr. Jayant Shriniwas Kawale, Managing Director

MEMBERS:

- 39 Members, present in person.
1 Member, present through proxy.
93 Members voted through e-voting process.

IN ATTENDANCE:

Mr. Gaurav Toshkhani - Company Secretary

Mr. Gaurav Toshkhani welcomed all the shareholders to the Eighth Annual General Meeting on behalf of the Company and its management.

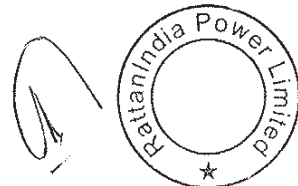
CHAIRMAN OF THE MEETING

Name of Mr. Rajiv Rattan, Chairman and Director of the Company, was proposed by Mr. Mahender Pal Bhutani (DP ID: 12019101 Client ID: 02044054) and seconded by Mr. Ramesh Chand Agarwal (DP ID: IN300476 Client ID: 42567678), to chair the meeting. The proposal was unanimously approved by show of hands, by the members present whereupon Mr. Rajiv Rattan assumed the chair.

QUORUM

The requisite quorum being present, the Chairman called the meeting to order.

The Chairman informed the shareholders that Register of Directors' shareholding was available to the shareholders for inspection.



CHAIRMAN'S ADDRESS

The Chairman addressed the members present at the meeting giving *inter - alia* report/information on business activities of the Company.

NOTICE CONVENING THE MEETING AND AUDITOR'S REPORT

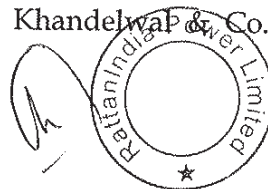
The Chairman requested that since the Notice dated September 1, 2015, convening the Annual General Meeting along with the Board Report for the Financial Year 2014-15 had already been circulated to the shareholders, the same be taken as read, which was agreed to by the members present.

The Chairman further informed that since the Auditor's Report on the Financial Statements of the Company for the Financial Year ended March 31, 2015 did not contain any qualifications or observations on the financial transactions or otherwise, the same was not required to be read out at the meeting. Accordingly, the Auditor's Report was not read.

The Chairman further informed the shareholders present that in compliance with the provisions of the Companies Act, 2013 and Rules framed thereunder, the Company had extended the e-voting, to all its Members, in respect of the businesses to be transacted at its 8th Annual General Meeting. The procedure to exercise e-voting, had been stated in detail on page nos. 7 & 8 of the notice dated September 1, 2015. The e-voting had commenced at 10:00 A.M. on September 26, 2015 and ended at 5:00 P.M. on September 29, 2015 and that Mr. Sanjay Khandelwal of M/s S. Khandelwal & Co., Company Secretaries, who was appointed as Scrutinizer, for scrutinizing the e-voting process, would be submitting his report on the electronic voting exercised by the shareholders to him, upon conclusion of the AGM.

The Chairman further informed the shareholders present that the Company had arranged for poll on all the resolutions listed at item No(s) 1 to 9 of the Notice dated September 1, 2015, to be exercised by all the members present at the meeting either in person or through their proxies, who had not participated in the e-voting process. He then briefly appraised the Members of the gist of resolutions captured in all notice convening the meeting, for their reference and invited the Members personally present at the meeting, to raise their queries, if any, on any of these agenda items, before the resolutions could be put to vote by Poll.

On being satisfied that the resolutions as set out at item No(s) 1 to 9 of the Notice dated September 1, 2015 had been understood by all and that they had no further information to seek or queries to raise, in respect of the same, the Chairman ordered the Poll on the same, by way of casting of ballot papers, already circulated to all the members present at the meeting. Mr. Sanjay Khandelwal of M/s S. Khandelwal & Co., a Practicing



Company Secretary and Mr. Pramod Kumar Jain, shareholder of RattanIndia Power Limited having DP ID / Client ID No. IN30133018502244 were appointed as the Scrutinizers to scrutinize the poll process for all the resolutions as set out at item No(s) 1 to 9 of the Notice dated September 1, 2015.

The Chairman announced that the combined result of e-voting and the ballot would be declared latest by October 3, 2015 and would simultaneously be displayed at the Registered office of the Company as well as on its website and the website of Karvy Computershare Private Limited (RTA), besides being intimated to the NSE and BSE.

At the assurance of the Scrutinizers, that all the Members had been provided with the ballot papers, the Chairman announced the opening of the poll and closed it after 15 minutes on being assured by the scrutinizers that all the members/proxies present at the meeting had cast their ballots.

The Meeting thereupon concluded with a unanimous vote of thanks to the Chair.

The combined result of e-voting and poll was notified to the Exchanges in the format prescribed under Clause 35A of the Listing Agreement on October 3, 2015. Simultaneously, details of the said result were also displayed at Company's Registered office and were uploaded on websites of the Company and RTA.

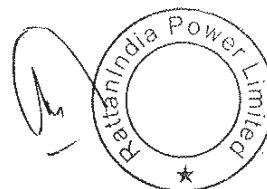
The resolutions as set out at item No(s) 1 to 9 of the Notice dated September 1, 2015, passed by the shareholders with requisite majority, are as under-

Item No. 1 - Ordinary Resolution:- Adoption of the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the financial year ended on that date (standalone and consolidated) and the reports of the Board of Directors and auditors thereon.

"RESOLVED THAT the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the financial year ended on that date, standalone and consolidated and the Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

Item No. 2 - Ordinary Resolution:- Re-appointment of Mrs. Anjali Nashier (DIN: 01942221), as a Director, liable to retire by rotation.

"RESOLVED THAT Mrs. Anjali Nashier (DIN: 01942221), who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."



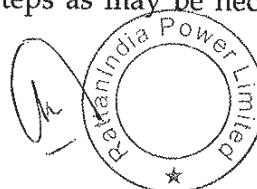
Item No. 3 - Ordinary Resolution:- Ratification of appointment of Messers Deloitte Haskins & Sells, Chartered Accountants, having Registration No. 117365W, as the Statutory Auditors of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, recommendations of the Audit Committee and the resolution passed by the members at the seventh annual general meeting held on September 30, 2014, the appointment of Messers Deloitte Haskins & Sells, Chartered Accountants (Regn. No. 117365W) as Statutory Auditors of the Company be and is hereby ratified.”

Item No. 4 - Special Resolution:- Issuance of Non-Convertible Debentures on a Private Placement basis.

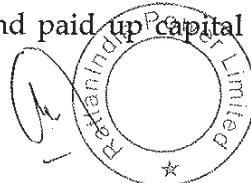
“RESOLVED THAT pursuant to the provisions of Sections 42,71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notifications, 2012 and 2014 and other applicable SEBI regulations and guidelines and other statutes, Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the such approvals if any, as may be required from any regulatory or other authorities from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof), to offer or invite subscriptions for secured / unsecured, redeemable, non-convertible debentures (including bonds), in one or more series / tranches , including by way of private placement, within the overall borrowing limits available to the Company in terms of resolution passed by the members of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, from such persons/entities and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

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



Item No. 5 - Special Resolution:- Issuance of equity shares, depository receipts, debentures/ bonds on a private placement basis, including by way of qualified institutions placement.

“RESOLVED THAT in supersession of all previous resolution(s) in this regard and in accordance with the provisions of Sections 41, 42, 62 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications thereto or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (‘SEBI Regulations’), SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Debt Securities) (Amendment) Notifications, 2012 and 2014 and other applicable SEBI regulations and guidelines, Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed, enabling provisions in the Memorandum and Articles of Association of the Company as also provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) and subject to the approvals required, consents, permissions and sanctions of the Securities and Exchange Board of India (SEBI), Government of India, Reserve Bank of India and all other appropriate and/or concerned authorities, or bodies, if any and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (‘Board’) (which term shall be deemed to include any Committee which the Board may have constituted or may hereafter constitute, for the time being exercising/or to exercise the powers conferred on the Board by this resolution), the Board be and is hereby authorized to offer, issue and allot in one or more tranches, to Investors whether Indian or Foreign, including Foreign Institutions, Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not, through an issue of debentures or bonds convertible into equity shares (convertible securities) or non-convertible and/or equity shares directly or through depository receipts (all such securities being hereinafter collectively referred to as “Securities”), whether by way of private placement or otherwise including by way of Qualified Institutional Placement (‘QIP’), to Qualified Institutional Buyers (‘QIB’) in terms of Chapter VIII of the SEBI Regulations, through one or more placements, so however that the total amount raised through the issue of Securities shall not exceed USD 200 Million, where necessary in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/or Legal Advisors, Rating Agencies/ Advisors, Depositories, Custodians, Principal Paying/Transfer/Conversion agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/Advisors, provided however that in the case of a QIP issue of Securities, the increase in the issued, subscribed and paid up capital of the Company



shall not be more than 25% of the then issued, subscribed and paid up capital of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby also authorised to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be issued and allotted in each tranche, issue price, face value, premium amount in issue/conversion/ exercise/redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as it may in its absolute discretion deem fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT in case of QIP issue it shall be completed within 12 months from the date of passing of this resolution.

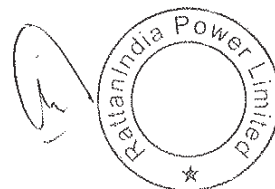
RESOLVED FURTHER THAT in case of QIP issue, the relevant date for determination of the floor price of the equity shares to be issued shall be -

- i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue.
- ii) in case of allotment of convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

RESOLVED FURTHER THAT in case of a QIP issue the Board may in its absolute discretion issue the Securities at a discount of not more than five percent or such other discount as may be permitted under the SEBI ICDR Regulations in this regard and other applicable law if any, subject to Section 53 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of issue of Securities in the shape of equity shares or convertible securities, a suitable adjustment shall be made in the number of shares, the price, time period etc. in the event of change in the equity structure of the Company consequent upon any merger, amalgamation or other re-organization or restructuring of the Company.

RESOLVED FURTHER THAT in case of convertible securities issued through qualified institutions placement the tenure of such securities shall not exceed sixty months from the date of allotment.



RESOLVED FURTHER THAT the equity Shares whether issued directly or upon conversion of the convertible securities, shall rank pari passu with the then existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint Lead Manager(s) in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and to seek the listing of such Securities, as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute such facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities, as may be required.

RESOLVED FURTHER THAT to give effect to this resolution the Board be and is hereby authorised to delegate all or any of the powers herein to any committee of the Board or to any officer /authorised representative of the Company or in such other manner as they may deem fit."

Item No. 6 - Special Resolution:- Appointment of Mr. Jayant Shriniwas Kawale (DIN 00076038) as a director in the Board of Directors of the Company, liable to retire by rotation and ratification of his appointment by the Board of Directors, as the Managing Director of the Company at the remuneration and other terms fixed by the Board and approval to the remuneration paid to him for the financial year 2014-2015.

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 including any statutory modifications or re-enactment(s) thereof, for the time being in force, Mr. Jayant Shriniwas Kawale (DIN: 00076038) who was appointed as an Additional Director of the Company by the Board of Directors of the Company , with

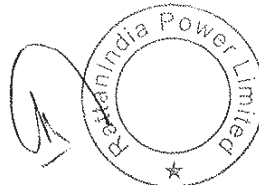


effect from October 1, 2014 and who holds office as a director until the date of the annual general meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member of the Company under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Kawale as a director of the Company liable to retire by rotation, be and is hereby appointed as director on the Board of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196 , 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Rules framed thereunder, or any statutory modifications thereto or re-enactments thereof, for the time being in force, approval of the members be and hereby accorded to his appointment by the Board of Directors of the Company, as the Managing Director of the Company for a period of five years w.e.f. October 1, 2014, such appointment being renewable for a further period of five years upon each expiry, on the remuneration, terms and conditions, as set out in the explanatory statement, including the term that in the event of inadequacy or absence of profits in any financial year, during his tenure, the remuneration payable to him shall be in accordance the limits applicable to Company in terms of Section II of Part II of the Schedule V to the Companies Act, 2013 read in particular, with the proviso to Paragraph (A), thereof, as to such limits (hereinafter referred to as "Permissible Remuneration") so however that the said approval as to the payment of Permissible Remuneration, in the event of inadequacy or absence of profits, shall be valid only for a period of three financial years beginning with the financial year 2014-15.

RESOLVED FURTHER THAT approval is also granted to the payment by the Company, of a remuneration of Rs. 1,40,59,138/- (Rupees One crore forty lacs fifty nine thousand one hundred thirty eight) to Mr. Jayant Shriniwas Kawale, the Managing Director of the Company, as the remuneration payable to him for the financial year 2014-2015 ("Permissible Remuneration"), owing to the absence of profits for the said financial year, as against the remuneration at which he has been appointed by the Board of Directors of the Company, as set out in the explanatory statement, the amount so paid having been worked out in terms of the limits applicable to the Company under Section II of Part II to Schedule V to the Companies Act, 2013, including in particular the first proviso to paragraph A thereof.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under



the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government and/or other competent authority if any, as the case may be.”

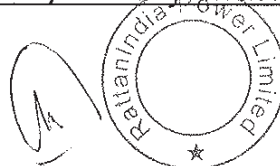
Item No. 7 - Special Resolution:- Appointment of Mr. Himanshu Mathur (DIN 03077198)as a director in the Board of Directors of the Company, liable to retire by rotation and ratification of his appointment by the Board of Directors, as the Whole-time Director of the Company, at the remuneration and other terms fixed by the Board.

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 including any statutory modifications thereto or re-enactment(s) thereof, for the time being in force, Mr. Himanshu Mathur (DIN: 03077198) who was appointed as an Additional Director of the Company by the Board of Directors of the Company, with effect from July 8, 2015 and who holds office as a director until the date of the annual general meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member of the Company under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Mathur as a director of the Company liable to retire by rotation, be and is hereby appointed as director on the Board of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions if any, of the Companies Act, 2013 read with Schedule V thereto, or any statutory modifications thereto or re-enactments thereof, for the time being in force, approval of the members be and hereby accorded to Mr. Himanshu Mathur’s appointment by the Board of Directors of the Company as the Whole-time Director of the Company for a period of three years w.e.f. July 8, 2015, renewable for a further tenure of three years on each such expiry, on the remuneration, terms and conditions, as set out in the explanatory statement, including the term that in the event of inadequacy or absence of profits in any financial year, during his tenure, the remuneration payable to him shall be in accordance the limits applicable to Company in terms of Section II of Part II of the Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits as specified under the relevant provisions of the Companies Act, 2013 and/or as approved by the Central Government and/or other competent authority if any, as the case may be.”

Item No. 8 - Special Resolution:- Appointment of Mr. Jayant Shriniwas Kawale to a place of profit in RattanIndia Nasik Power Limited, a wholly owned subsidiary of



the Company, in addition to his continuance as the Managing Director of the Company.

“RESOLVED THAT in accordance with the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, or any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, if any as may be required from appropriate authorities and subject to such conditions or modifications as may be prescribed, imposed or suggested by any of them while granting such approvals, consents, permissions or sanctions, consent be and is hereby accorded to the appointment of Mr. Jayant Shriniwas Kawale (DIN: 00076038), Managing Director of the Company, to a place of profit in RattanIndia Nasik Power Limited (RNPL), a wholly owned subsidiary of the Company by way of his appointment as an employee of RNPL, with the designation of “President”, with effect from October 1, 2015, without being on its Board of Directors, at the remuneration and on other terms and conditions as set out in the explanatory statement attached to the notice, the said appointment in RNPL being in addition to his being the Managing Director of the Company.

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

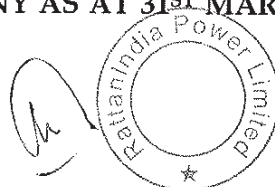
Item No. 9 – Ordinary Resolution:- Ratification of the remuneration paid to the Cost Auditor.

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ` 50,000/- as recommended by the Audit Committee of the Board of Directors of the company (“Board”) and thereupon approved by the Board as the remuneration payable to M/s Nisha Vats & Co., Cost Accountants, as the Cost Auditors, for conducting the audit of the cost records of the Company for the financial year ended March 31, 2015 and subsequently paid to them, be and is hereby approved”

OUTCOME/RESULT OF THE VOTING

The consolidated result of e-voting and polling at the aforesaid Eighth Annual General Meeting is given below:

AGENDA ITEM NO : 1 - ORDINARY RESOLUTION - ADOPTION OF THE AUDITED BALANCE SHEET OF THE COMPANY AS AT 31ST MARCH, 2015 AND

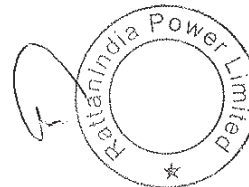


THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE (STANDALONE AND CONSOLIDATED) ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	93	191,01,77,867	89.67 %
Total Votes received through physical ballot mode	41	22,01,19,063	10.33 %
Total Number of Invalid Votes	1	Nil	Nil
Total Number of Valid Votes	133	213,02,96,930	100 %
Total Number of Votes against the resolution	10	1,32,350	Nil
Total Number of Votes in favour of Resolution	123	213,01,64,580	100 %

AGENDA ITEM NO : 2 - ORDINARY RESOLUTION - RE-APPOINTMENT OF MRS. ANJALI NASHIER (DIN: 01942221), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	93	191,01,77,867	89.67 %
Total Votes received through physical ballot mode	41	22,01,19,063	10.33 %
Total Number of Invalid Votes	01	Nil	Nil
Total Number of Valid Votes	133	213,02,96,930	100 %
Total Number of Votes against the resolution	13	1,35,102	Nil
Total Number of Votes in favour of Resolution	120	213,01,61,828	100 %

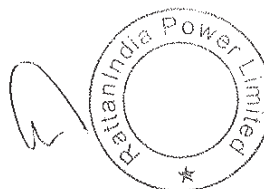


AGENDA ITEM NO :3 - ORDINARY RESOLUTION - RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS M/S MESSERS DELOITTE HASKINS & SELLS, CHARTERED ACCOUNTANTS (REGN. NO. 117365W), CHARTERED ACCOUNTANTS:

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	93	191,01,77,867	89.67 %
Total Votes received through physical ballot mode	41	22,01,19,063	10.33 %
Total Number of Invalid Votes	01	Nil	Nil
Total Number of Valid Votes	133	213,02,96,930	100 %
Total Number of Votes against the resolution	10	1,32,350	Nil
Total Number of Votes in favour of Resolution	123	213,01,64,580	100 %

AGENDA ITEM NO: 4 - SPECIAL RESOLUTION - PRIVATE PLACEMENT OF NON- CONVERTIBLE DEBENTURES.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	93	191,01,76,367	89.67 %
Total Votes received through physical ballot mode	41	22,01,19,063	10.33 %
Total Number of Invalid Votes	01	Nil	Nil
Total Number of Valid Votes	133	213,02,95,430	100 %
Total Number of Votes against the resolution	22	4,80,13,942	2.26 %
Total Number of Votes in favour of Resolution	111	208,22,81,488	97.74 %

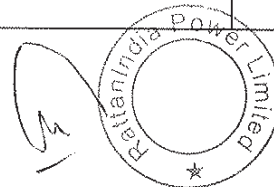


AGENDA ITEM NO : 5 - SPECIAL RESOLUTION - PERMITTING THE COMPANY TO ISSUE SHARES, DEBENTURES /BONDS OR OTHER CLASSES OF SECURITIES TO VARIOUS CLASSES OF INVESTORS INCLUDING TO THE QUALIFIED INSTITUTIONAL BUYERS PURSUANT TO A QUALIFIED INSTITUTIONS PLACEMENT :

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.2/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	93	191,01,76,367	89.67 %
Total Votes received through physical ballot mode	41	22,01,19,063	10.33 %
Total Number of Invalid Votes	01	Nil	Nil
Total Number of Valid Votes	133	213,02,95,430	100 %
Total Number of Votes against the resolution	26	21,01,45,030	9.86 %
Total Number of Votes in favour of Resolution	107	192,01,50,400	90.14 %

AGENDA ITEM NO : 6 - SPECIAL RESOLUTION - APPROVING THE APPOINTMENT OF MR. JAYANT SHRINIWAS KAWALE AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION AND ACCORDING APPROVAL TO HIS APPOINTMENT BY THE BOARD OF DIRECTORS OF THE COMPANY AS THE MANAGING DIRECTOR OF THE COMPANY AT THE REMUNERATION AND OTHER TERMS AND CONDITIONS AS APPROVED BY THE BOARD OF DIRECTORS AND TO THE REMUNERATION PAID TO HIM FOR THE FINANCIAL YEAR 2014-2015.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	93	177,59,40,801	88.97 %
Total Votes received through physical ballot mode	41	22,01,19,063	11.03 %
Total Number of Invalid Votes	1	Nil	Nil



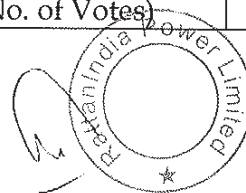
Total Number of Valid Votes	133	199,60,59,864	100 %
Total Number of Votes against the resolution	13	85,59,950	0.43 %
Total Number of Votes in favour of Resolution	120	198,74,99,914	99.57 %

AGENDA ITEM NO : 7 - SPECIAL RESOLUTION - APPROVING THE APPOINTMENT OF MR. HIMANSHU MATHUR AS A DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION AND ACCORDING APPROVAL TO HIS APPOINTMENT BY THE BOARD OF DIRECTORS OF THE COMPANY AS THE WHOLE-TIME DIRECTOR OF THE COMPANY AT THE REMUNERATION AND OTHER THE TERMS AND CONDITIONS AS APPROVED BY THE BOARD OF DIRECTORS.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	93	191,01,76,917	89.67 %
Total Votes received through physical ballot mode	41	22,01,19,063	10.33 %
Total Number of Invalid Votes	01	Nil	Nil
Total Number of Valid Votes	131	213,02,95,980	100 %
Total Number of Votes against the resolution	12	1,34,950	Nil
Total Number of Votes in favour of Resolution	121	213,01,61,030	100 %

AGENDA ITEM NO : 8 - SPECIAL RESOLUTION - ACCORDING APPROVAL TO THE APPOINTMENT OF MR. JAYANT SHRINIWAS KAWALE, MANAGING DIRECTOR OF THE COMPANY TO A PLACE OF PROFIT IN RATTANINDIA NASIK POWER LIMITED i.e. AS AN EMPLOYEE DESIGNATED AS PRESIDENT, WITH EFFECT FROM OCTOBER 1, 2015.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received



Total Votes received by electronic mode	93	191,01,77,867	89.67 %
Total Votes received through physical ballot mode	41	22,01,19,063	10.33 %
Total Number of Invalid Votes	1	Nil	Nil
Total Number of Valid Votes	133	213,02,96,930	100 %
Total Number of Votes against the resolution	12	1,34,950	Nil
Total Number of Votes in favour of Resolution	121	213,01,61,980	100 %

AGENDA ITEM NO : 9 - ORDINARY RESOLUTION - APPROVING THE REMUNERATION PAID TO THE COST AUDITOR.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.10/- each. (No. of Votes)	% of Valid Votes Received
Total Votes received by electronic mode	93	191,01,77,867	89.67 %
Total Votes received through physical ballot mode	41	22,01,19,063	10.33 %
Total Number of Invalid Votes	1	Nil	Nil
Total Number of Valid Votes	133	213,02,96,930	100 %
Total Number of Votes against the resolution	10	1,32,350	Nil
Total Number of Votes in favour of Resolution	123	213,01,64,580	100 %

Sd/-
CHAIRMAN

