



एनएचपीसी लिमिटेड

(भारत सरकार का उद्यम)

NHPC Limited

(A Government of India Enterprise)

फोन/Phone : _____

संदर्भ सं./Ref. No. **NH/CS/199**

दिनांक/Date: **22.10.2018**

<p>Manager The Listing Department, M/s BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001</p> <p>मैनेजर, लिस्टिंग विभाग, बीएसई लिमिटेड पि.जे. टावर्स, दलालस्ट्रीट, मुंबई- 400 001 Scrip Code: 533098</p>	<p>General Manager The Listing Department M/s National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra(E), Mumbai- 400051</p> <p>महाप्रबंधक, लिस्टिंग विभाग, नेशनल स्टॉक एक्सचेंज ऑफ इंडिया लिमिटेड एक्सचेंज प्लाजा, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (ई), मुंबई - 400 051 Scrip Code: NHPC EQ</p>
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Sub: Minutes of 42nd Annual General Meeting of NHPC Limited.

विषय: एनएचपीसी लिमिटेड की 42^{वीं} वार्षिक आम बैठक का कार्यवृत्त के संदर्भ में ।

Sirs/महोदय,

In compliance to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith a copy of minutes of 42nd Annual General Meeting (AGM) of NHPC Limited held on September 27, 2018 duly approved by chairman of the Company.

Further, it is to inform that in the AGM shareholders has approved the alteration of Articles of Association of the Company in line with the provisions of the Companies Act, 2013.

This is for information and record.

सेबी (लिस्टिंग दायित्वों और प्रकटीकरण आवश्यकताओं), विनियमन, 2015 के नियमन 30 के अनुसार एनएचपीसी लिमिटेड की 27 सितंबर, 2018 को आयोजित 42^{वीं} वार्षिक आम बैठक (एजीएम) का कार्यवृत्त विधिवत कंपनी के अध्यक्ष द्वारा अनुमोदित संलग्न प्राप्त करें ।

इसके अलावा, यह भी सूचित किया जाता है की शेयरधारकों ने एजीएम में कंपनी अधिनियम, 2013 के प्रावधानों के अनुरूप कंपनी के संस्था के अंतर्नियम में बदलाव को मंजूरी दे दी है ।

यह आपकी जानकारी और रिकॉर्ड के लिए है।

धन्यवाद,

संलग्न: उपरोक्त अनुसार

भवदीय

(विजय गुप्ता)
कंपनी सचिव

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

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

CIN : L40101HR1975GOI032564; Website : www.nhpcindia.com

E-mail : webmaster@nhpc.nic.in; EPABX No. : 0129-2588110/2588500

बिजली से संबंधित शिकायतों के लिए 1912 डायल करें। Dial 1912 for Complaints on Electricity

MINUTES OF THE 42ND ANNUAL GENERAL MEETING OF THE MEMBERS OF NHPC LIMITED HELD ON THURSDAY, 27TH SEPTEMBER, 2018 AT 11:00 A.M. AT JAL TARANG AUDITORIUM, NHPC OFFICE COMPLEX, SECTOR-33, FARIDABAD – 121003 (HARYANA).

TIME OF COMMENCEMENT: 11:00 A.M

TIME OF CONCLUSION : 11:50 A.M

PRESENT:

1.	Shri Balraj Joshi	:	Chairman & Managing Director and Member
2.	Shri Ratish Kumar	:	Director (Projects) and Member
3.	Shri Nikhil Kumar Jain	:	Director (Personnel)
4.	Shri Mahesh Kumar Mittal	:	Director (Finance)
5.	Shri Janardan Choudhary	:	Director (Technical)
6.	Shri Aniruddha Kumar	:	Director
7.	Shri Satya Prakash Mangal	:	Independent Director, Member of the Company, Chairman of Audit Committee and Risk Management Committee
8.	Prof. Arun Kumar	:	Independent Director and Chairman of Committee of Directors on CSR & Sustainability
9.	Shri Jugal Kishore Mohapatra	:	Independent Director and Chairman of Nomination & Remuneration Committee
10.	Shri Bhagwat Prasad	:	Independent Director & Interim Chairman of Stakeholders' Relationship Committee
11.	Shri Vijay Gupta	:	Company Secretary

By Invitation:

Statutory Auditors			
1.	Shri Anil Kumar Sharma	:	Authorized representative of M/s Ray & Ray

Secretarial Auditor			
1.	Shri P.C. Jain	:	Authorised Representative of M/s P.C. Jain & Co., Practicing Company Secretaries
Scrutinizer			
1.	Shri P.P. Agrawal	:	Practicing Company Secretary

1. 295 Members (including 3 proxies) representing 7560949879 shares marked their attendance. These include one representative of Government of India holding 73.67% shares of the Company.
2. Shri Balraj Joshi, Chairman and Managing Director, Chaired the meeting. The Company Secretary introduced the Members of the Board present on the dais to the Shareholders. He also informed about the presence of Chairman of the Audit Committee and Stakeholders' Relationship Committee to answer the queries if any, of the Shareholders. He further informed that Prof. Kanika T. Bhal, and Prof. Nalini Kant Jha, Independent Directors of the Company, could not attend the meeting due to some prior commitments. Shri Anil Kumar Sharma, authorized representative of M/s Ray & Ray, one of the Joint Statutory Auditors and Shri P.C.Jain, authorized representative of M/s P.C. Jain & Co., Secretarial Auditor were also present in the meeting. Company Secretary also informed that Shri P.P. Agrawal of M/s. P.P. Agarwal & Co., Scrutinizer for the remote e-voting and polling process for the 42nd Annual General Meeting (AGM) is also present in the meeting.
3. The Company Secretary confirmed the presence of quorum to the Chairman and requested the Chairman to take over the proceedings. Thereafter, Chairman declared the meeting in order.
4. Shri Balraj Joshi, Chairman & Managing Director welcomed all the members to the 42nd Annual General Meeting of NHPC Limited. He further informed that Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or arrangements in which the Directors and KMPs are interested and Proxy Registers were available for inspection during the continuation of the AGM.

5. With the consent of the members, the Notice convening the Meeting and Directors' Report were taken as read. Chairman and Managing Director then delivered his speech, the printed copies of which were distributed to the shareholders. During the speech, Chairman informed the members that in addition to Unit-I of Parbati-II HE Project, Unit-II has also been synchronized with grid on 22nd September, 2018. Brief highlights of the Chairman's statement for the Financial Year 2017-18 were as under:
- Generated 22,975 MUs of electricity.
 - Net Profit After Tax (PAT) stood at Rs. 2,758.65 crore.
 - Achieved highest ever Plant Availability Factor (PAF) of 85.32%.
 - Successfully commissioned all three units of Kishanganga H.E. Project (3X110 MW) at Bandipora, Jammu & Kashmir.
 - Commissioned its first 50 MW Solar PV project in Tamil Nadu.
 - Moody's has upgraded international rating of the Company from Baa3 positive to Baa2 stable, which is equivalent to sovereign rating of India.
6. The Chairman & Managing Director then requested Company Secretary and Shri P.C. Jain, Authorized representative of M/s P.C. Jain & Co., Practicing Company Secretaries to read the Independent Auditors' Report and Secretarial Audit Report respectively. With the consent of members present in the meeting, Independent Auditors' Report and Secretarial Audit Report were taken as read. Attention of the Members present was drawn to the qualifications / observations in the Statutory Auditors' Report and Secretarial Audit Report and replies thereto given by the Board of Directors in its report, which were also taken as read.
7. The Chairman & Managing Director also informed that the Company had provided electronic voting facility for its members to exercise their voting rights in respect of items proposed to be transacted at the Annual General Meeting from 23rd September, 2018 to 26th September, 2018. As per the Clarification issued by the Ministry of Corporate Affairs, those Shareholders who had cast their vote through electronic mechanism were allowed to take part in the meeting but not allowed to vote again at the Meeting. However, Shareholders, who had not voted electronically were allowed to cast their votes through Ballot paper, available in the Auditorium. Thereafter, Chairman requested Company Secretary to explain the process of voting i.e. ballot process

at the venue and to present items of business to be transacted at the Meeting.

8. The Company Secretary explained the process of voting i.e. ballot process at the venue. He apprised the members that Shri P.P. Agrawal of M/s P.P. Agarwal & Co., Company Secretaries has been appointed as Scrutinizer for conducting the scrutiny of e-voting as well as voting at the Annual General Meeting. Scrutinizer confirmed that he has ensured that empty ballot boxes have been placed for the voting purpose. Company Secretary also informed that the result of the polling process along with remote e-voting shall be hosted on the website of the Company, after its approval by Chairman & Managing Director subsequent to due process of scrutinization of the voting by the scrutinizer. Thereafter, the Company Secretary read the proposed resolutions in respect of businesses specified in the notice of the meeting.
9. Company Secretary invited the members for their suggestions, clarifications, if any on the agenda items as set out in the Notice of 42nd Annual General Meeting and to raise queries pertaining to the performance of the Company. During the discussion, members raised various issues which inter-alia include performance of Company, issues relating to dividend payments, reintroduction of refreshment boxes, as being done in other companies etc. The Chairman & Managing Director and Director (Finance) answered the queries raised by the Members. It was also informed to the Members that as per the Secretarial Standard on General Meeting (SS-2) issued by the ICSI, no gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Meeting. It was also informed that arrangement of refreshment for members has been made in place of refreshment boxes at the venue of meeting. Thereafter, Director (Technical) tendered a vote of thanks to all present in the meeting including Shri Vishal Pal Singh, Director (Hydro-II), Ministry of Power, the authorized representative of the President of India and requested Chairman to declare conclusion of meeting.
10. Chairman formally closed the proceedings of the 42nd Annual General Meeting. He also thanked the members for their participation and valuable suggestions on the working of the Company.
11. The resolutions for the ordinary and special businesses as set out in the Notice of 42nd Annual General Meeting of the Company, are recorded hereunder as a part of the proceedings of 42nd Annual General Meeting of the Members held on 27.09.2018:

ORDINARY BUSINESS:

Item No.1 - (Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2018, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India:

"RESOLVED THAT the audited financial statements (including Consolidated Financial Statements) of the Company for the financial year ended 31st March 2018, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India be and are hereby received, considered and adopted."

Item No.2 - (Ordinary Resolution)

To note the payment of interim dividend and declare final dividend for the financial year 2017-18:

"RESOLVED THAT an interim dividend @ 11.20% (Rs. 1.12 per equity share) of the paid-up equity share capital of the Company amounting to Rs. 1149.05 crore (excluding dividend distribution tax) paid in March, 2018 be and is hereby noted/confirmed and pursuant to the recommendation of the Board of Directors, final dividend @ 2.8% (i.e. Re. 0.28 per equity share) of the paid-up equity share capital of the Company excluding interim dividend @ 11.20% (i.e. Rs. 1.12 per equity share paid in March, 2018), amounting to Rs. 287.26 crore (excluding dividend distribution tax) subject to rounding off the amount of dividend in terms of Companies (Central Government) General Rules & Forms Amendment Rules, 2014 be and is hereby declared out of the profits of the Company for the financial year 2017-18. The said dividend be paid to the Equity Shareholders of the Company whose names appear on the Company's Register of Members after giving effect to all valid share transfer requests lodged with the Company or R&TA on or before 14th September, 2018 in respect of physical shares and to the beneficial owners of the shares whose names appeared in the statement of Beneficial Ownership, as at the closure of business hours on 14th September, 2018 furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of dematerialized shares."

Item No.3 - (Ordinary Resolution)

To appoint a Director in place of Shri Nikhil Kumar Jain (DIN 05332456), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Article 34 of the Articles of Association of the Company, Shri Nikhil Kumar Jain (DIN 05332456), who retires by rotation, be and is hereby re-appointed as a Director of the Company for the remaining/extended term at the pleasure of the President of India."

Item No.4 - (Ordinary Resolution)

To appoint a Director in place of Shri Mahesh Kumar Mittal (DIN 02889021), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Article 34 of the Articles of Association of the Company, Shri Mahesh Kumar Mittal (DIN 02889021), who retires by rotation, be and is hereby re-appointed as a Director of the Company for the remaining/extended term at the pleasure of the President of India"

Item No.5 - (Ordinary Resolution)

To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2018-19:

"RESOLVED THAT pursuant to the provisions of Section 142 read with relevant provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of Directors be and is hereby authorized to fix the remuneration of Joint Statutory Auditors for the financial year 2018-19; /

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

SPECIAL BUSINESS:

Item No.6 - (Ordinary Resolution)

To ratify the remuneration of the Cost Auditors for the Financial Year 2018-19:

“RESOLVED THAT pursuant to the provisions of Section 148 read with applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration to 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 2018-19, be and is hereby ratified as under:

- (a) Rs.75,000/- per power station (excluding taxes, duties and TA/DA)
- (b) Rs.75,000/- excluding taxes and duties for consolidation of cost audit reports of all the power stations by the Lead Cost Auditor and submission of consolidated cost audit report in form CRA-3.

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

Item No. 7 - (Ordinary Resolution)

To appoint Shri Bhagwat Prasad (DIN 07941795), as Independent Director of the Company:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Bhagwat Prasad (DIN 07941795), who was appointed as an Additional Director by the Board of Directors with effect from 7th October, 2017, to hold the office until the date of this Annual General Meeting and in respect of whom the Company has received a notice from him signifying his intention to propose himself as a candidate to be appointed as an Independent Director of the Company, not liable to retire by rotation, for the balance period of his appointment i.e. upto 7th September, 2020 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier.”

Item No.8 – (Ordinary Resolution)

To appoint Shri Jugal Kishore Mohapatra (DIN 03190289), as Independent Director of the Company:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Jugal Kishore Mohapatra (DIN 03190289), who was appointed as an Additional Director by the Board of Directors with effect from 7th October, 2017, to hold the office until the date of this Annual General Meeting and in respect of whom the Company has received a notice from him signifying his intention to propose himself as a candidate to be appointed as an Independent Director of the Company, not liable to retire by rotation, for the balance period of his appointment i.e. upto 7th September, 2020 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier.”

Item No. 9 – (Ordinary Resolution)

To appoint Shri Nalini Kant Jha (DIN 07950262), as Independent Director of the Company:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Nalini Kant Jha (DIN 07950262), who was appointed as an Additional Director by the Board of Directors with effect from 7th October, 2017, to hold the office until the date of this Annual General Meeting and in respect of whom the Company has received a notice from him signifying his intention to propose himself as a candidate to be appointed as an Independent Director of the Company, not liable to retire by rotation, for the balance period of his appointment i.e. upto 7th September, 2020 from the date of this General Meeting or until further orders from Govt. of India, whichever is earlier.”

Item No. 10 – (Ordinary Resolution)

To appoint Shri Janardan Choudhary (DIN 07871968), as Director (Technical) of the Company:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, rules made thereunder read with Articles of Association of the Company, Shri Janardan Choudhary (DIN 07871968), who was appointed as Director (Technical) of the Company by the President of India, and subsequently appointed as an Additional Director by the Board of Directors with effect from 5th July, 2018 to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from him signifying his intention to be appointed as a Director of the Company, be and is hereby appointed as Director (Technical) of the Company, liable to retire by rotation, on terms & conditions as may be fixed by the Govt. of India.”

Item No. 11 – (Special Resolution)

To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to Rs.3,300 crore through private placement:

“RESOLVED THAT pursuant to Section 42, 71 and all other applicable provisions of the Companies Act, 2013 read with relevant rules and any other applicable statutory provisions, the Board of Directors of the Company be and is hereby authorized to make offer(s) or invitation(s) to subscribe to the secured / unsecured, redeemable, taxable/tax-free, cumulative/non-cumulative, non-convertible debentures / bonds, in one or more series / tranches, aggregating up to Rs.3,300 crore (Rupees Three Thousand Three Hundred Crore), through private placement, in domestic market, during the period commencing from the date of passing of Special Resolution till completion of one year thereof or the date of next Annual General Meeting in the financial year 2019-20 whichever is earlier, in conformity with rules, regulations, notifications and enactments as may be applicable from time to time, subject to the total borrowings of the Company approved by the shareholders under Section 180(1) (c) of Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do or delegate from time to time, all such acts, deeds and things as may be deemed necessary to give effect to private placement of such Bonds including but not limited to determining the face value, issue price, issue size, tenor, timing, amount, security, coupon/ interest rate, yield, listing, allotment and other terms and conditions of issue of Bonds as it may, in its absolute discretion, consider necessary.”

Item No. 12 – (Special Resolution)

To consider alterations in Articles of Association of the Company in line with the provisions of the Companies Act, 2013:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded to amend the following Articles of the existing Articles of Association of the Company to align them with the provisions of the Companies Act, 2013 as under:

S. No.	Existing Article No. & Title	Proposed modification
1	Article 1 (Interpretation Clause- The Act or the said Act)	The words and figure 'The Companies Act, 1956' shall be substituted with the words and figure 'The Companies Act, 2013'.
2	Article 1 (Interpretation Clause- Dematerialisation)	The words 'shareholder/debenture holder' shall be substituted by the words 'security holder'. The words 'share/debenture' shall be substituted by the word 'security'.
3	Article 1 (Interpretation Clause- Depository)	The words and figure 'The Companies Act, 1956' shall be substituted with the words and figure 'The Companies Act, 2013'.
4	Article 1 (Interpretation Clause- Dividend)	The words 'and bonus shares' shall be deleted.
5	Article 1 (Interpretation Clause- Person)	The word 'and,' shall be substituted with the word 'any'.
6	Article 1 (Interpretation Clause- Register)	Title of the Article shall be revised as 'Register of Members/Debenture holders'
7	Article 1 (Interpretation Clause- Rematerialisation)	The words 'share/debenture' wherever appearing in the Article shall be substituted by the word 'security'.
8	Article 2 (Table 'A' not to apply)	The words 'Table A' appearing in the Article and its title shall be substituted with the words 'Table F'. The words 'First Schedule' shall be substituted with the words 'Schedule I'.
9	Article 6 (Allotment of Shares)	The words and figures 'Section 81' and 'Section 77A' shall be substituted with the words and figures 'Section 62' and 'Section 68' respectively. The words and figure 'or (subject to the compliance with the provisions of Section 79 of the Act) at a discount' shall be deleted.

10	Article 7 (Members' right to certificates)	<p>Title of the Article shall be revised as 'Members'/Debenture holders' right to certificates'.</p> <p>After the words 'every member' and before the words 'shall be entitled', the words 'debenture holder' shall be inserted.</p> <p>The words 'three months' shall be substituted with the words 'two months for shares/six months for debentures'.</p>
11	Article 8A (Calls on Shares/Debentures)	<p>The words 'members or debenture-holders' shall be substituted with the words 'holders of securities'.</p> <p>The words 'member or debenture holder' shall be substituted with the words 'holder of security'.</p> <p>The words 'shares or debentures' or 'shares/debentures' shall be substituted with the word 'securities'.</p>
12	Article 8B (When interest on Calls is payable)	<p>The words 'share/debenture' shall be substituted with the word 'security'.</p>
13	Article 8C (Calls paid in advance)	<p>The word and figure 'Section 92' shall be substituted with the word and figure 'Section 50'.</p>
14	Article 8H (Surrender of Debentures/Shares)	<p>The words 'Debentures/Shares' or 'Shares/Debentures' in the Article or its title shall be substituted with the word 'securities'.</p> <p>The word 'The' at the beginning of the Article shall be substituted with the words 'Subject to applicable provisions of law,'.</p> <p>The words 'Shareholder/debenture-holder' shall be substituted with the words 'security holder'.</p>

15	Article 81 (Register and Index of Members / Debentureholder)	<p>The words 'Members/Debenture holders' or 'Members/Debenture holder' in the Article or its title shall be substituted with the words 'security holders'.</p> <p>The words and figures 'Section 150 and 151' shall be substituted with the word and figure 'Section 88'.</p> <p>The words and figure 'the Companies Act, 1956' wherever appearing in the Article, shall be substituted with the words and figure 'the Companies Act, 2013'.</p>
16	Heading of Chapter before Article 9(a)	<p>Heading of the Chapter shall be revised as follows: 'TRANSFER AND TRANSMISSION OF SHARES / DEBENTURES / OTHER SECURITIES'</p>
17	Article 9(a) (Transfer & Transmission of Shares/Debentures)	<p>Title of the Article shall be revised as 'Transfer and Transmission of Securities'.</p> <p>The word 'transferee' written after the words 'when the' and before the words 'is in exceptional circumstances', shall be substituted with the word 'transfer'.</p>
18	Article 9(b) (Transfer & Transmission of Shares/Debentures)	<p>The words and figures 'Subject to the provisions of Section 111 and 111A of the Act, the provisions of the Listing Agreement with the Stock Exchanges and Section 22A of the Securities Contracts (Regulation) Act, 1956' shall be substituted with the words 'Subject to the provisions of the Act and rules made thereunder'.</p> <p>The words 'shares' or 'shares/debentures' wherever appearing in the Article shall be substituted with the word 'securities'.</p> <p>After the words 'with any other' and before the words 'or persons indebted', the word 'person' shall be inserted.</p>
19	Article 9(c) (Transfer & Transmission of Shares/Debentures)	<p>The words 'shares/debentures' or 'shares' wherever appearing in the Article shall be substituted with the word 'securities'.</p> <p>The words and figures 'Section 108 of the Companies Act, 1956' shall be substituted with the words 'the Act'.</p>

20	Article 11A (Nomination)	<p>The words 'Share/Bond/Debenture' wherever appearing in the Article shall be substituted with the word 'Security'.</p> <p>The words 'Shares/Bonds/Debentures' or 'Shares or Bonds or Debentures' wherever appearing in the Article shall be substituted with the word 'Securities'.</p>
21	Article 11B (Transmission of Securities by Nominee)	<p>The words 'Share/Bond/Debenture' wherever appearing in the Article shall be substituted with the word 'Security'.</p> <p>In sub clause (iv), after the words 'membership in relation to meetings of the Company', the words 'or meetings of the holders of the security/deposits' shall be inserted.</p> <p>The word 'accuring', shall be substituted with the word 'accruing'.</p>
22	Article 13A (Terms of issue of Debenture)	The title of the Article shall be revised as 'Terms of issue of Debenture/other Securities'.
23	Article 16A (Buy-back of shares)	The words and figures 'Section 77A, 77AA and 77B' shall be substituted with the words and figures 'Section 68, 69 and 70'.
24	Article 17 (Reduction of Capital)	The word and figures 'Section 100-104' shall be substituted with the word and figure 'Section 66'.
25	Article 18 (Sub-division and consolidation of shares)	The words and figures 'Sub-Section (i) (a) to (e) of Section 94' shall be substituted with the words and figures 'Sub-Section (1) (a) to (e) of Section 61'.
26	Article 19 (Payment of commission)	The word and figure 'Section 76' shall be substituted with the word and figure 'Section 40(6)'.
27	Article 21 (Powers to borrow)	The words and figures 'Section 58A, 292 and 293', shall be substituted with the words and figures 'Section 73, 74, 179 and 180'.
28	Article 22 (Issue at discount etc. or with special privileges)	The words and figures 'Section 79 and 117', shall be substituted with the words and figures 'Section 53 and 71'.

29	Article 23 (Notice of General Meetings)	The words 'all the members', shall be substituted with the words 'such number of members as may be prescribed by the Act or the rules framed thereunder'.
30	Article 25 (Quorum)	The Article shall be substituted as follows: 'The quorum for a General Meeting shall be as provided in the Act and rules made thereunder.'
31	Article 26 (Chairman of General Meeting)	The word 'member', shall be substituted with the word 'members'.
32	Article 28A (Postal ballot)	The words 'the Companies (Passing of Resolution by Postal Ballot) Rules, 2001', shall be substituted with the words 'the Act or Rules made thereunder'.
33	Article 30 (Form of proxy)	The Article shall be substituted as under: 'Every instrument of proxy for a specified meeting or otherwise shall be as per the Act or Rules made thereunder.'
34	Article 34(i)(b) (Appointment of the Board of Directors)	The words and figure 'Section 314 of' shall be deleted.
35	Article 34(iii) (Appointment of the Board of Directors)	The word and figure 'section 255', shall be substituted with the word 'provisions'. The words 'public holiday' shall be substituted with the words 'national holiday, till next succeeding day which is not a holiday'.
36	Article 34(iii)(i) (Appointment of the Board of Directors)	The word 'pervious' shall be substituted with the word 'previous'.
37	Article 34(iii)(v) (Appointment of the Board of Directors)	The Article 34(iii)(v) shall be substituted as follows: 'Section 162 (2) of the Act is applicable to the case'.
38	Article 35A (Additional Director)	The words and figures 'Section 260 and 264', shall be substituted with the word and figure 'Section 161(1)'.
39	Article 36(ii)	The words and figures 'Section 292 and 293', shall be substituted with the words and figures 'Section 179 and 180'.

40	Article 40 (Directors/Officers may be Directors of companies promoted by the company)	The word 'no' written after the words 'member or otherwise and' and before the words 'such director' shall be deleted.
41	Article 43A (Quorum)	The words and figure 'Section 287 of' shall be deleted. The words 'The participation of Directors by video conferencing or by other audio visual means shall also be counted for the purpose of Quorum except for matters as specified in the Companies Act or Rules made thereunder.' shall be inserted at the end of the Article.
42	Article 44 (Board may set up Committee)	The word and figure 'Section 292' shall be substituted with the word and figure 'Section 179'.
43	Article 48(12) (To appoint officers)	The words and figures 'Subject to Article (37) (b) (vii), to' shall be substituted with the word 'To'.
44	Article 48(13)	The word and figure 'Section 292' shall be substituted with the word and figure 'Section 179'.
45	Article 50 (Division of profits)	The word and figure 'section 205' wherever appearing in the Article shall be substituted with the word and figure 'Section 123'.
46	Article 62(i) (Director's and others right to indemnity)	The word and figure 'Section 201(i)', shall be substituted with the word and figure 'Section 197'.
47	Article 62(ii) (Director's and others right to indemnity)	The word and figure 'Section 633' shall be substituted with the word and figure 'Section 463'.
48	Article 63 (Not responsible for acts of others)	The word and figure 'Section 201' shall be substituted with the word and figure 'Section 197'.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to all acts and take all such steps as may be necessary , proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

12. On the basis of Consolidated Report of the Scrutinizer for remote e-voting from 23.09.2018 to 26.09.2018 and ballot/Poll at the AGM dated 27.09.2018, CMD announced the results of the voting on 27th September, 2018 as under:

Brief Particulars of the Consolidated Report of the Scrutinizer for the remote-voting and for the Poll/ballot dated 27th September, 2018:

Particulars		E-Voting results		Ballot/Polling at the AGM		Consolidated results		
		No. of members voted by remote e-voting	No. of votes cast by them	No. of members present and voting (in person or by proxy)	No. of votes cast by them	Total No. of members who voted	Total votes cast by them	% of votes to total no. of valid votes cast
Ordinary Businesses:								
ITEM No.1 To receive, consider and adopt the Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended on 31st March, 2018, together with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India. (Ordinary Resolution)	Voted in favour of the resolution	672	9288373407	4	6690	676	9288380097	99.9999
	Voted against the resolution	7	13810	0	0	7	13810	0.0001
	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
ITEM NO. 2 To note the payment of interim dividend and declare final dividend for the financial year 2017-18 (Ordinary Resolution)	Voted in favour of the resolution	672	9289413843	4	6690	676	9289420533	100
	Voted against the resolution	7	4435	0	0	7	4435	0*
	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
ITEM NO. 3 To appoint a Director in place of Shri Nikhil Kumar Jain (DIN 05332456), who retires by rotation and being eligible, offers himself for re-	Voted in favour of the resolution	627	9288129458	4	6690	631	9288136148	99.9861
	Voted against the resolution	47	1287469	0	0	47	1287469	0.0139

appointment for the remaining term at the pleasure of the President of India. (Ordinary Resolution)	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
ITEM NO. 4 To appoint a Director in place of Shri Mahesh Kumar Mittal (DIN 02889021), who retires by rotation and being eligible, offers himself for re-appointment for the remaining term at the pleasure of the President of India. (Ordinary Resolution)	Voted in favour of the resolution	619	928812 3476	4	6690	623	9288130 166	99.9861
	Voted against the resolution	52	129119 9	0	0	52	1291199	0.0139
	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
ITEM NO. 5 To authorize Board of Directors of the Company to fix the remuneration of the Joint Statutory Auditors for the financial year 2018-19 (Ordinary Resolution)	Voted in favour of the resolution	602	915238 7518	4	6690	606	9152394 208	98.5249
	Voted against the resolution	70	137028 176	0	0	70	1370281 76	1.4751
	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
Special Businesses:								
ITEM NO. 6 To ratify the remuneration of the Cost Auditors for the Financial Year 2018-19 (Ordinary Resolution)	Voted in favour of the resolution	634	928638 6880	4	6690	638	9286393 570	99.9685
	Voted against the resolution	34	292887 2	0	0	34	2928872	0.0315
	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
ITEM NO. 7 To appoint Shri Bhagwat Prasad (DIN 07941795), as Independent Director of the Company (Ordinary Resolution)	Voted in favour of the resolution	628	928935 6968	4	6690	632	9289363 658	99.9994
	Voted against the resolution	41	54454	0	0	41	54454	0.0006
	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
ITEM NO. 8 To appoint Shri Jugal Kishore Mohapatra (DIN 03190289), as Independent Director of the	Voted in favour of the resolution	626	928776 3905	4	6690	630	9287770 595	99.9823
	Voted against the resolution	42	164649 1	0	0	42	1646491	0.0177

Company (Ordinary Resolution)	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
ITEM NO. 9 To appoint Shri Nalini Kant Jha (DIN 07950262), as Independent Director of the Company (Ordinary Resolution)	Voted in favour of the resolution	621	9289319910	4	6690	625	9289326600	99.9992
	Voted against the resolution	44	73390	0	0	44	73390	0.0008
	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
ITEM NO. 10 To appoint Shri Janardan Choudhary (DIN 07871968), as Director (Technical) of the Company (Ordinary Resolution)	Voted in favour of the resolution	624	9288077837	4	6690	628	9288084527	99.9865
	Voted against the resolution	39	1255608	0	0	39	1255608	0.0135
	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
ITEM NO. 11 To consider issue of secured / unsecured, redeemable, non-convertible debentures / bonds aggregating up to Rs. 3,300 crore through private placement. (Special Resolution)	Voted in favour of the resolution	633	9289308209	4	6690	637	9289314899	99.9996
	Voted against the resolution	33	39368	0	0	33	39368	0.0004
	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000
ITEM NO. 12 To consider alterations in Articles of Association of the Company in line with the provisions of the Companies Act, 2013 (Special Resolution)	Voted in favour of the resolution	645	9289308319	4	6690	649	9289315009	99.9989
	Voted against the resolution	22	104234	0	0	22	104234	0.0011
	Invalid votes/ Abstained	0	0	0	0	0	0	0.0000

*insignificant

All the above resolutions, which were put to vote through remote e-voting and poll/ballot, were duly passed with requisite majority.

Date: 18/10/2018
Place: Faridabad

sd/-
(Balraj Joshi)
Chairman and Managing Director