

**MINUTES OF THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GVK POWER & INFRASTRUCTURE LIMITED HELD ON THURSDAY, THE 13<sup>TH</sup> AUGUST, 2015 AT 11.30 A.M AT SRI SAI SATYA NIGAMAGAMAM, 8-3-987/2, SRINAGAR COLONY, HYDERABAD – 500 073.**

**DIRECTORS PRESENT:**

- |    |                         |  |
|----|-------------------------|--|
| 1. | Dr. GVK Reddy           | Chairman & Managing Director   |
| 2. | Mr. G V Sanjay Reddy    | Vice Chairman  |
| 3. | Mr. Krishna Ram Bhupal  | Director   |
| 4. | Mr. Ch G Krishna Murthy | Independent Director<br>(Chairman of Audit, Stakeholders<br>Relationship Committee of the Board) |
| 5. | Mr. S Balasubramanian   | Independent Director   |
| 6. | Mr. S Anwar             | Independent Director<br>(Chairman of Nomination &<br>Remuneration Committee)                     |
| 7. | Mr. A Issac George      | Director & CFO   |
| 8. | Mr. K Balarama Reddi    | Independent Director   |
| 9. | Ms. Santha K John       | Independent Director   |

**IN ATTENDANCE:**

- |                       |  |
|-----------------------|--|
| Mr. P V Rama Seshu    | : AVP & Company Secretary                              |
| Mr. Vikas Pansari     | : Statutory Auditor, S R Batliboi &<br>Associates, LLP |
| Mr. Narender Gandhari | : Scrutinizer  |

The meeting was attended by 326 shareholders (holding 85,73,67,575 shares) including 3 proxies (holding 3,50,706 shares).

After ascertaining that the requisite members were present to form the quorum, Dr. GVK Reddy, Chairman & Managing Director declared that the meeting is open. Chairman welcomed all the Shareholders, Proxies and Special Invitees to the 21st Annual General Meeting (AGM).

Chairman informed the meeting that the Register of Members, Register of Directors' shareholding with other statutory registers are kept open for inspection by the shareholders at the venue and that the same are accessible during the continuance of the meeting.

With the consent of Members, notice convening the meeting and the Auditors report were taken as read.

Chairman in his speech highlighted the economy, industrial scenario, sector specific issues, performance of the Company for the fiscal year 2014-15 and also the progress made by each of the Subsidiaries and Associates of the Company.

Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management

and Administration) Rules, 2014, and the Listing Agreement, the Company had extended the remote e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The remote e-voting commenced from 10<sup>th</sup> August, 2015 at 9.00 a.m. and ended on 12<sup>th</sup> August, 2015 at 5.00 p.m.

The Chairman also informed the members that the facility for voting through ballot is made available at the meeting for members who have not cast their vote through remote e-voting.

He further informed that the Board of Directors have engaged the services of Karvy Computer Share Private Limited (KCPL) as the agency to provide e-voting facility and have appointed Mr. G Narender, Practicing Company Secretary as the scrutinizer for the purpose of scrutinizing the remote e-voting and voting through ballot.

The Chairman announced that the voting results along with the consolidated scrutinizer's report shall be placed on the website of the Company and the website of the Karvy, within the stipulated time after conclusion of the meeting.

Thereafter, Chairman welcomed questions and clarifications from the shareholders on the various projects and the financial statements of the Company for the year ended 31<sup>st</sup> March 2015 and the same were clarified.

The following members raised queries such as higher Finance cost, status of the projects, growth prospects, etc. and also appreciated the management about the achievement made in development of Bangalore & Mumbai Airports.

- 1) Mr. Bharat Shah
- 2) Mr. Shantilal C Shah
- 3) Mr. Kamal Kishore Jhawar
- 4) Mr. Suresh Chand Jain
- 5) Mr. K G Gupta
- 6) Mr. Ashok Chand

Thereafter, the Chairman ordered voting through Ballot and requested Mr. G Narender, Scrutinizer for an orderly conduct of the voting.

#### **ORDINARY BUSINESS:**

##### **RESOLUTION - 1:**

##### **Adoption of Audited Balance Sheet, Profit & Loss Account, Reports of Directors and Auditors for the Financial Year 2014-15.**

The chairman informed that as per the requirement of Companies Act, the audited financial statements are to be adopted by the company and an ordinary resolution was required to be passed by the members.

CHAIRMAN'S  
INITIAL





Chairman then placed before the members the following resolution for approval and requested the shareholders who have not cast their vote through e-voting to cast their vote through ballot provided at the venue.

"RESOLVED THAT the Audited financial statements of the Co., for the year ended 31<sup>st</sup> March 2015 and the reports of the Directors and Auditors thereon as placed before the Meeting be and are hereby considered, adopted and approved".

The consolidated result of the e-voting and ballot for the above resolution is as follows:

(i) Voted "**in favour**" of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
123	1005527649	110	102824	233	1005630473	99.1466

(ii) Voted "**against**" the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
7	8653890	5	1642	12	8655532	0.8534

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
3	181	1	33	4	214

The above Ordinary Resolution was passed with requisite majority.

Dr. GVK Reddy requested Mr. S Balasubramanian, to chair the agenda item No.2, as he is interested in the same. Mr. S Balasubramanian took the chair and conducted the proceedings of this agenda item.

**RESOLUTION - 2 :**

**Re-appointment of Mr. G V Sanjay Reddy as a Director who retires by rotation.**

Chairman placed before the members the following resolution re-appointing Mr. G V Sanjay Reddy as Director liable to retire by rotation.

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 118 of the Articles of Association of the Company, **Mr. G V Sanjay Reddy (DIN 00012884)**, who retires by rotation, be and is hereby re-appointed as a Director of the Company whose office is liable to retire by rotation.”

The consolidated result of the e-voting and ballot for the above resolution is as follows:

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
120	1014178056	108	102230	228	1014280286	99.9995

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
9	2520	7	2236	16	4756	0.0005

CHAIRMAN'S INITIAL



## (iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
3	1080	1	33	4	1113

The above Ordinary Resolution was passed with requisite majority.

Mr. S Balasubramanian, has handed over the Chair back to Dr. GVK Reddy for conducting the remaining proceedings.

**RESOLUTION - 3 :****Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Hyderabad as Statutory Auditors**

Chairman placed before the members the following resolution re-appointing M/s. S R Batliboi & Associates LLP., Chartered Accountants as statutory Auditors for the financial year 2015-16.

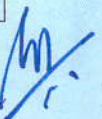
"RESOLVED THAT M/s. S R Batliboi & Associates LLP, Chartered Accountants, Hyderabad (Registration No.101049W), the retiring Auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company, who shall hold their office, from the conclusion of this meeting till the conclusion of the next Annual General Meeting, on such remuneration as may be fixed by the Board of Directors of the Company."

The consolidated result of the e-voting and ballot for the above resolution is as follows:

## (i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
123	1014179530	110	102824	233	1014282354	99.999

CHAIRMAN'S INITIAL



(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
9	2050	5	1642	14	3692	0.0004

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
1	140	1	33	2	173

The above Ordinary Resolution was passed with requisite majority.

**SPECIAL BUSINESS :**

**RESOLUTION - 4 :**

**Appointment of Mr. K Balarama Reddi as an Independent Director not liable to retire by rotation for a period of five years and to pass the necessary resolution as an Ordinary Resolution.**

Chairman placed before the members the following resolution for appointment of Mr. K. Balarama Reddi as Director not liable to retire by rotation.

**"RESOLVED THAT** the term of office of **K Balarama Reddi** (DIN: 00012884) who was appointed during the year as an Additional Director (Independent) of the Company expires at this AGM and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, approval of the Shareholders be and is hereby accorded to his appointment as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 13<sup>th</sup> February, 2015 to 12<sup>th</sup> February, 2020 u/s 149(10), 150(2), 152(2) and Schedule IV of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchanges."

CHAIRMAN'S  
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The consolidated result of the e-voting and ballot for the above resolution is as follows:

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
121	1014177967	110	102824	231	1014280791	99.9995

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
10	3471	5	1642	15	5113	0.0005

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	180	1	33	3	213

The above Ordinary Resolution was passed with requisite majority.

## RESOLUTION - 5 :

**Appointment of Mrs. Santha K John as an Independent Director not liable to retire by rotation for a period of five years and to pass the necessary resolution as an Ordinary Resolution.**

Chairman placed before the members the following resolution for appointment of Mrs. Santha K John as Director not liable to retire by rotation.

**“RESOLVED THAT** the term of office of **Santha K John** (DIN: 00848172) who was appointed during the year as an Additional Director (Independent) of the Company expires at this AGM and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, approval of the Shareholders be and is hereby accorded to her appointment as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 31<sup>st</sup> March, 2015 to 30<sup>th</sup> March, 2020 u/s 149(10), 150(2), 152(2) and Schedule IV of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchanges.”

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
119	1014174848	110	102824	229	1014277672	99.9993

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
11	5231	5	1642	16	6873	0.0007

CHAIRMAN'S  
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## (iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
3	1530	1	33	4	1563

The above Ordinary Resolution was passed with requisite majority.

**RESOLUTION - 6 :**

**Appointment of Mr Ch G Krishna Murthy as in Independent Director not liable to retire by rotation for a period of five years and to pass the necessary resolution as an Ordinary Resolution.**

Chairman placed before the members the following resolution for appointment of Mr. Ch G Krishna Murthy as a Director not liable to retire by rotation.

**“RESOLVED THAT** based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, approval of the Shareholders be and is hereby accorded to fix the period of appointment of **Ch. G Krishna Murthy** (DIN - 01667614) the existing Independent Director of the Company for a term of 5 (five) consecutive years from 13<sup>th</sup> February, 2015 to 12<sup>th</sup> February, 2020 u/s 149(10), 150(2), 152(2) and Schedule IV of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchanges.”

The consolidated result of the e-voting and ballot for the above resolution is as follows:

## (i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
118	1014176529	110	102824	228	1014279353	99.9995

CHAIRMAN'S INITIAL



(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
12	3621	5	1642	17	5263	0.0005

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
3	1530	1	33	4	1563

The above Ordinary Resolution was passed with requisite majority.

**RESOLUTION - 7 :**

**Appointment of Mr S Balasubramanian as in Independent Director not liable to retire by rotation for a period of five years and to pass the necessary resolution as an Ordinary Resolution.**

Chairman placed before the members the following resolution for appointment of Mr. S Balasubramanian as Director not liable to retire by rotation.

**“RESOLVED THAT** based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, approval of the Shareholders be and is hereby accorded to fix the period of appointment of **S Balasubramanian** (DIN:02849971) the existing Independent Director of the Company for a term of 5 (five) years from 13<sup>th</sup> February, 2015 u/s 149(10), 150(2), 152(2) and Schedule IV of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchanges.”

The consolidated result of the e-voting and ballot for the above resolution is as follows:

CHAIRMAN'S  
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## (i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
121	1014177016	110	102824	231	1014279840	99.9994

## (ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
10	4523	5	1642	15	6165	0.0006

## (iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	180	1	33	3	213

The above Ordinary Resolution was passed with requisite majority.

**RESOLUTION – 8:****Further Issue of equity shares under section 62 of the Companies Act, 2013 as a Special Resolution**

Chairman placed before the members the following resolution for further issue of Securities under Section 62 of the Companies Act, 2013

**"RESOLVED** that pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Companies Act**"), and the applicable provisions of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect



upon notification of corresponding sections of the Companies Act), read with Companies (Share Capital & Debentures) Rules, 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendments thereto or re-enactment thereof), the provisions of the Foreign Exchange Management Act, 1999, as amended Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme 2014 and such other statutes, notifications, clarifications, circulars, guidelines, rules and regulations as may be applicable and relevant and issued by the Government of India (the "GOI"), the Reserve Bank of India (the "RBI"), the Foreign Investment Promotion Board (the "FIPB"), the Securities and Exchange Board of India (the "SEBI"), Stock Exchanges and/or any other competent authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), and subject to approval of the shareholders and any other appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with each of the Stock Exchanges where the Equity Shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/accepted to by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, constituted or to be constituted to exercise its powers) consent of the Board be and is hereby accorded in its absolute discretion, to create, offer, issue, and allot, from time to time, in one or more tranches, equity shares of the Company ("Equity Shares"), Global Depository Receipts ("GDRs"), American depository receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any instruments or securities representing Equity Shares and/or convertible into Equity Shares, either at the option of the Board or holder thereof, (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as "Eligible Securities"), or any combination thereof, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, of public and/or private offerings, qualified institutions placement and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals

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or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, trustees, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “Investors”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, through one or more prospectus and/or letter of offer or circular, and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Eligible Securities so issued and allotted, could give rise to the issue of Equity Shares of an aggregate amount not exceeding **Rs.1,000 Crores**(with a Green Shoe Option to retain up to Rs.500 Crores from the excess subscriptions received) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of premium that may be finalised by the Board at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors, including allotment to stabilizing agent in terms of green shoe option, if any, at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) and/or or Stabilizing Agent or otherwise on such terms and conditions, including issue of Eligible Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Eligible Securities, as may be decided by the Board at the time of issue or allotment of the Eligible Securities.”

“**RESOLVED FURTHER** that if any issue of the Eligible Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations and such Eligible Securities shall be fully paid-up and such issuance shall be completed within twelve months from the date of the resolution of the Shareholders or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.”



“**RESOLVED** that the Board or its Committee be and is hereby authorized to issue and allot such number of Eligible Securities or as many Equity Shares as may be required to be issued and allotted upon conversion of any Eligible Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares shall be issued in accordance with the terms of the Memorandum and Articles of Association and all Equity Shares issued and allotted on conversion or otherwise shall rank *pari passu* with the then existing Equity Shares of the Company in all respects including dividend.”

“**RESOLVED FURTHER** that

- (a) the Eligible Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) in the event that the Eligible Securities are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations;
- (c) in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations; and
- (d) in the event the securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open the issue of such Securities after the date of this resolution in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.
- (e) in the event the securities are proposed to be issued as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014 (the “**2014 Scheme**”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactment thereof).

CHAIRMAN'S  
INITIAL





**“RESOLVED FURTHER** that pursuant and subject to the applicable provisions of the 2014 Scheme, the Foreign Exchange Management Act, 1999, and the regulations framed thereunder, each as amended (the **“FEMA”**) (including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended), the applicable provisions of the Companies Act, and any other laws, rules, regulations, guidelines, notifications, clarifications and circulars issued from time to time by the Government of India (and any ministry, department or agency thereof), the RBI, SEBI, the tax authorities in India, applicable government and regulatory authorities in the United States of America and its territories and jurisdictions, and any other government and regulatory authority, whether in India or outside India, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies)(collectively, **“Applicable Law”**), the Board be and is hereby authorized to decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares (**“Permissible Securities”**) through the issue of Depository Receipts (**“DRs”**), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program, through transactions permitted under Applicable Law (including without limitation on a recognized stock exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under Applicable Law, at such price (including any premium or discount) as may be permitted under Applicable Law.

**“RESOLVED FURTHER** that the issue to the holders of the Eligible Securities, (where such securities are convertible into Equity Shares of the Company) shall be, *inter alia*, subject to the following terms and conditions:

- (a) in the event the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares on conversion of the Eligible Securities, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto.
- (b) in the event the Company making a rights issue of Equity Shares prior to the allotment of the Equity Shares on conversion of the Eligible Securities, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders.



(c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted;

(d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made

(e) in the event the Company is involved in such other event or circumstances as mentioned above which in the opinion of the Stock Exchanges, requires adjustments, then the pricing of Equity Shares on conversion of Eligible Securities shall be subject to appropriate adjustments, as may be decided by the Board:

**“RESOLVED FURTHER** that without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Eligible Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Eligible Securities that are not subscribed.”

**RESOLVED FURTHER** that for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Eligible Securities or instruments representing the same, as described above, 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 its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Eligible Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and 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

CHAIRMAN'S  
INITIAL





regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER** that the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.


**“RESOLVED FURTHER** that Dr. GVK Reddy, Chairman & Managing Director, G V Sanjay Reddy, Vice Chairman, Krishna Ram Bhupal, A. Issac George, Directors and P V Rama Seshu, General Manager & Company Secretary of the Company be and are hereby severally authorized to appoint the Lead Managers, Underwriters, Guarantors, Solicitors, Lawyers, Depositories, Registrars, Escrow Banks, Trustees, Bankers, Advisors and all such agencies and intermediaries as may be involved or concerned in such offerings of Eligible Securities and to remunerate them by way of commission, brokerage, fees or the like as it deems fit and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. including without limitation, a Placement Agreement and an Escrow Agreement with such agencies and also to seek the listing of such Eligible Securities on one or more national stock exchange(s);

**RESOLVED FURTHER** that:

- (a) the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- (b) the Equity Shares to be issued by the Company as stated aforesaid shall rank pari passu with all existing Equity Shares of the Company;
- (c) the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;

The consolidated result of the e-voting and ballot for the above resolution is as follows:

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast	CHAIRMAN'S INITIAL
91	875700812	108	102230	199	875803042	86.3468	



(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
40	138480765	7	2236	47	138483001	13.6532

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
1	140	1	33	2	173

The above Special Resolution was passed with requisite majority.

The chairman then declared that the proceedings of the meeting are completed at 12.45 PM and thanked all the shareholders for their participation in the meeting.

Mr. Narender Gandhari, Company Secretary in practice who has been appointed by the Board of Directors as the Scrutinizer to conduct the voting through remote e-voting and ballot, in a free and fair manner, has submitted his consolidated scrutinizer's report dated 14<sup>th</sup> August, 2015 to the Chairman of the Company who initialed the same for the purpose of identification.

The said report has been taken on record by the Company and submitted the same to the Stock exchanges on 14<sup>th</sup> August, 2015 apart from uploading it on the website of the Company and the Registrar & Share Transfer Agents of the Company i.e. Karvy Computershare Private Limited.

Place: Hyderabad  
Date : 24<sup>th</sup> August 2015

*G. V. K.*  
24-08-2015  
CHAIRMAN

CHAIRMAN'S  
INITIAL





# NARENDER & ASSOCIATES

## Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038  
Phone : 040-40159831, 23730801 Fax : 40037359 E-mail : narenderg99@gmail.com

### COMBINED SCRUTINIZER'S REPORT ON EVOTING & BALLOT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to date]

To,  
The Chairman of the Board  
GVK POWER & INFRASTRUCTURE LIMITED  
"Paigah House" 156-159,  
Sardar Patel Road,  
Secunderabad – 500003.

**Sub:** Scrutinizer's Report on voting for the 21<sup>st</sup> Annual General meeting (AGM)

Dear Sir,

I, Gandhari Narender, Proprietor of Narender & Associates, Company Secretaries, having its office at 403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad – 500038, Telangana, India, have been appointed as Scrutinizer by GVK Power & Infrastructure Limited ("the Company") to scrutinize the voting process (e-voting and Ballot) at the 21<sup>st</sup> AGM of the Company, in a fair and transparent manner and ascertain the requisite majority as per the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 and the notification dtd. 19<sup>th</sup> March, 2015 issued by Ministry of Corporate Affairs on the voting process at a General Meeting and each of the Resolutions (Item No: 1 to 8) as set out in the Notice of the 21<sup>st</sup> AGM of the members of the company, held on Thursday, the 13<sup>th</sup> August, 2015 at 11.30 A. M., at Sri Satya Sai Nigamgamam, 8-3-987/2, Srinagar Colony, Hyderabad 500073.

1. The company has availed e-voting facility from Karvy Computershare Private Limited for enabling the shareholders to vote through remote e-voting or Ballot Paper at the AGM venue and the same is conducted under my supervision. At the time of voting through Ballot paper at the AGM Venue, adequate care is taken, so that no member, who has cast his vote by remote e-voting prior to the meeting, is not allowed to cast his vote again at the AGM venue.
2. The e-voting period remained open from 9.00 A.M. on 10<sup>th</sup> August, 2015 till 5.00 P.M. on 12<sup>th</sup> August, 2015.
3. The Shareholders holding shares as on the "cut off" date i.e. 6<sup>th</sup> day of August, 2015 were entitled to vote on the proposed resolutions (Item No. 1 to 8 as set out in the Notice of 21<sup>st</sup> Annual General Meeting of GVK Power & Infrastructure Limited).





4. After the time fixed for closing of the voting process by the Chairman, Two ballot boxes kept for polling were sealed in my presence with due identification marks placed by me.
5. The remote votes were unblocked on 12<sup>th</sup> day of August, 2015 around 6.24P.M and the sealed ballot boxes were opened on 13<sup>th</sup> day of August, 2015 around 1.33 P.M. in the presence of two witnesses, Mr. M. Nagaraju, R/o 8-3-225/A67, Yadagiri Nagar, Yousufguda Checkpost, Hyderabad - 500045 and Mr.JP Sarath Chand, R/o Flat No.102, Plot No. E-44, Vaishnavi Siri Sampada Apartments, Madhura Nagar, Hyderabad 500038, who are not in the employment of the Company. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the company and the authorizations/ proxies lodged with the company.
6. Thereafter the details containing, inter-alia, the list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of Karvy Computershare Private Limited (KCPL) [<https://www.evoting.karvy.com>] along with the information on polling of votes during the AGM is enclosed and marked as Annexure-A.
7. Each of the ballot papers were initialled by me for the purpose of identification. Thereafter ballot papers which were incomplete and / or otherwise found defective have been treated as invalid and kept separately.
8. Based on the data downloaded from the Official website of the Karvy for e-voting process and the poll conducted at the AGM venue, I now submit combined report (of e-voting & Ballot) as under:

**1 RESOLUTION 1 - ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015.**

(i) Voted "in favour" of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
123	1005527649	110	102824	233	1005630473	99.1466

(ii) Voted "against" the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
7	8653890	5	1642	12	8655532	0.8534





(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
3	181	1	33	4	214

**2 RESOLUTION 2 - APPOINTMENT OF MR. G V SANJAY REDDY AS A DIRECTOR RETIRING BY ROTATION.**

(i) Voted "in favour" of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
120	1014178056	108	102230	228	1014280286	99.9995

(ii) Voted "against" the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
9	2520	7	2236	16	4756	0.0005

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
3	1080	1	33	4	1113





**3 RESOLUTION 3 – RE-APPOINTMENT OF M/S. S R BATLIBOI & ASSOCIATES LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS.**

(i) Voted “in favour” of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
123	1014179530	110	102824	233	1014282354	99.9996

(ii) Voted “against” the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
9	2050	5	1642	14	3692	0.0004

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
1	140	1	33	2	173

**4 RESOLUTION 4 - APPOINTMENT OF MR. K BALARAMA REDDI AS AN INDEPENDENT DIRECTOR UPTO 12<sup>TH</sup> FEBRUARY, 2020.**

(i) Voted “in favour” of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
121	1014177967	110	102824	231	1014280791	99.9995





(ii) Voted **“against”** the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
10	3471	5	1642	15	5113	0.0005

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	180	1	33	3	213

**5 RESOLUTION 5 - APPOINTMENT OF MRS. SANTHA K JOHN AS AN INDEPENDENT DIRECTOR UPTO 30<sup>TH</sup> MARCH 2020.**

(i) Voted **“in favour”** of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
119	1014174848	110	102824	229	1014277672	99.9993

(ii) Voted **“against”** the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
11	5231	5	1642	16	6873	0.0007





(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
3	1530	1	33	4	1563

**6 RESOLUTION 6 - APPOINTMENT OF MR. CH G KRISHNA MURTHY AS AN INDEPENDENT DIRECTOR UPTO 12<sup>TH</sup> FEBRUARY, 2020.**

(i) Voted "in favour" of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
118	1014176529	110	102824	228	1014279353	99.9995

(ii) Voted "against" the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
12	3621	5	1642	17	5263	0.0005

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
3	1530	1	33	4	1563





**7 RESOLUTION 7 - APPOINTMENT OF MR. S BALA SUBRAMANIAN AS AN INDEPENDENT DIRECTOR UPTO 12<sup>TH</sup> FEBRUARY 2020.**

(i) Voted "in favour" of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
121	1014177016	110	102824	231	1014279840	99.9994

(ii) Voted "against" the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
10	4523	5	1642	15	6165	0.0006

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
2	180	1	33	3	213

**8 RESOLUTION 8 – FURTHER ISSUE OF EQUITY SHARES UNDER SECTION 62 OF THE COMPANIES ACT, 2013.**

(i) Voted "in favour" of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
91	875700812	108	102230	199	875803042	86.3468





(ii) Voted "against" the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot	% of total number of valid votes cast
40	138480765	7	2236	47	138483001	13.6532

(iii) Invalid Votes:

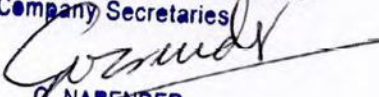
Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
1	140	1	33	2	173

The Register, ballot papers, all other papers and relevant records relating to electronic voting and Ballot were sealed and the same were handed over to Mr P V Rama Seshu, AVP & Company Secretary & Compliance Officer of the company along with this report for safe custody.

Place: Hyderabad  
Date: 14.08.2015



For NARENDER & ASSOCIATES  
Company Secretaries

  
G. NARENDER  
Proprietor  
FCS-4898, CoP-5024



**Details of votes casted through e-voting & Ballot for each Resolution passed in the AGM held on 13-August-2015 of GVK Power & Infrastructure Limited**

Res. No.	Resolution	No. of Members voted	Votes Favour	No. of Members voted	Votes Against	No. of Members voted	Votes Invalid	Total No. of Members voted by evoting and Poll	Total No. of Votes Voted
1	Adoption of Audited financial statements for the year ended 31.03.2015	233	1005630473	12	8655532	4	214	249	1014286219
2	Appointment of G V Sanjay Reddy as a director retiring by rotation	228	1014280286	16	4756	4	1113	248	1014286155
3	Reappointment of M/s. S R Botliboi & Associates LLP, Chartered Accountants as Statutory Auditors.	233	1014282354	14	3692	2	173	249	1014286219
4	Appointment of k Balarami Reddy as an Independent Director upto 12th February, 2020	231	1014280791	15	5113	3	213	249	1014286117
5	Appointment of Santha K John as an Independent Director upto 30th March, 2020	229	1014277672	16	6873	4	1563	249	1014286108
6	Appointment of CH G Krishna Murthy as an Independent Director upto 12th February, 2020	228	1014279353	17	5263	4	1563	249	1014286179
7	Appointment of S Bala Subramanian as an Independent Director upto 12th February, 2020	231	1014279840	15	6165	3	213	249	1014286218
8	Further issue of equity shares under section 62 of the Companies Act, 2013	199	875803042	47	138483001	2	173	248	1014286216

