

September 20, 2014

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

National Stock Exchange of India Limited  
Exchange Plaza  
Plot no. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

Dear Sirs,

**Sub: Clause 35A of the Listing Agreement – Details of Voting Results (E-Voting / Ballot papers) at the 18<sup>th</sup> Annual General Meeting of the Company**

Pursuant to Clause 35A of the Listing Agreement, details of the consolidated voting results (E-Voting and Ballot Papers) at the 18<sup>th</sup> Annual General Meeting of the Company held on Thursday, September 18, 2014 at 3.00 p.m. at MLR Convention Centre, Brigade Millennium Campus, 7<sup>th</sup> Phase, J. P. Nagar, Bangalore – 560 078, Karnataka are enclosed as per the prescribed format.

The said details are also being uploaded on the Company's website.

We request you to take the same on record.

Yours faithfully,

For **GMR Infrastructure Limited**



**C.P. Sounderarajan**  
**Company Secretary & Compliance Officer**



Encl: As stated above

**Details of Voting Results**

**(i) Attendance of members:**

Date of Annual General Meeting	<b>September 18, 2014</b>		
Total number of shareholders on Record Date: (book Closure date: September 11, 2014 to September 18, 2014 (Both days inclusive))	<b>431411</b>		
Number of shareholders present in the meeting either in person or through proxy:	<b>Present in person</b>	<b>Present through Proxy</b>	<b>Total</b>
Promoters and Promoter Group	<b>9</b>	<b>Nil</b>	<b>9</b>
Public	<b>126</b>	<b>18</b>	<b>144</b>
Total	<b>135</b>	<b>18</b>	<b>153</b>
Number of shareholders attended the Meeting through video conferencing:  Promoter and Promoter Group: Public:	<b>Not arranged</b>		

**(ii) Voting by members:**

**Agenda -wise**

Item No. in the Notice	Subject	Resolution (ordinary / Special)	Mode of Voting	Remarks
1	Adoption of Accounts for the year ended March 31, 2014	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
2	Declaration of Dividend	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
3	Re-appointment of Mr. O. Bangaru Raju as Director	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
4	Re-appointment of Mr. Srinivas Bommidala as Director	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
5	Appointment of M/s. S.R. Batliboi & Associates as Statutory Auditors	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
6	Appointment of Dr. Prakash G. Apte as an Independent Director	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
7	Appointment of Mr. R.S.S.L.N. Bhaskarudu as an Independent Director	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority

Item No. in the Notice	Subject	Resolution (ordinary / Special)	Mode of Voting	Remarks
8	Appointment of Mr. N.C. Sarabeswaran as an Independent Director	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
9	Appointment of Mr. S. Sandilya as an Independent Director	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
10	Appointment of Mr. S. Rajagopal as an Independent Director	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
11	Appointment of Mr. V. Santanaraman as an Independent Director	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
12	Appointment of Mr. C.R. Muralidharan as an Independent Director	Ordinary	E-Voting & Ballot Papers	The resolution was passed with requisite majority
13	Increase in the number of Directors from the existing maximum permissible limit of fifteen to sixteen	Special	E-Voting & Ballot Papers	The resolution was passed with requisite majority
14	Issue and allotment of Securities, for an amount upto Rs. 2500 Crore in one or more tranches	Special	E-Voting & Ballot Papers	The resolution was passed with requisite majority

**(iii) Result of poll/ Postal Ballot / E-Voting by members:**

The mode of Voting for all the resolutions was:

- a) E- Voting; and
- b) Physical Ballot Papers provided to those shareholders and proxies who did not participate in the E-voting process to exercise their votes and who attended the AGM personally.

Results of the Voting in the prescribed format is annexed herewith.



## GMR Infrastructure Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-voting / Ballot Papers are furnished below:

Date of declaration of results: September 20, 2014

Total Shareholders as on September 10, 2014: 431411

Details of voting on the ordinary / special resolutions as detailed in the notice of 18<sup>th</sup> Annual General Meeting

**Resolution No.1 - Adoption of Accounts for the year ended March 31, 2014**

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	214759321	19.94	98664261	116095060	45.94	54.06
Public – Others	493405441	2028524	0.41	666060	1362464	32.83	67.17
Total	4361247379	3007631692	68.96	2890174168	117457524	96.09	3.91

**Resolution No.2 - Declaration of Dividend**

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	215719321	20.03	215719321	0	100.00	0.00
Public – Others	493409941	2378017	0.48	2372377	5640	99.76	0.24
Total	4361247379	3008941185	68.99	3008935545	5640	100.00	0.00



**Resolution No.3 - Re-appointment of Mr. O. B. Raju as Director**

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $\frac{(3)}{[(2)/(1)]*100}$	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled $\frac{(6)}{[(4)/(2)]*100}$	% of votes against on votes polled $\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	214429321	19.99	214429321	0	100.00	0.00
Public – Others	493405441	2376417	0.48	2353854	22563	99.05	0.95
Total	4361247379	3007649585	68.96	3007627022	22563	100.00	0.00

**Resolution No.4 - Re-appointment of Mr. Srinivas Bommidala as Director**

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $\frac{(3)}{[(2)/(1)]*100}$	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled $\frac{(6)}{[(4)/(2)]*100}$	% of votes against on votes polled $\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	214429321	19.99	60524202	153905119	28.23	71.77
Public – Others	493405441	2376407	0.48	1003093	1373314	42.21	57.79
Total	4361247379	3007649575	68.96	2852371142	155278433	94.84	5.16

**Resolution No.5 - Appointment of M/s. S.R. Batliboi & Associates as Statutory Auditors**

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $\frac{(3)}{[(2)/(1)]*100}$	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled $\frac{(6)}{[(4)/(2)]*100}$	% of votes against on votes polled $\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	215146621	19.98	214784287	362334	99.83	0.17
Public – Others	493405441	2376517	0.48	2363994	12523	99.47	0.53
Total	4361247379	3008366985	68.98	3007992128	374857	99.99	0.01



**Resolution No.6 - Appointment of Dr. Prakash G. Apte as Independent Director**

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $\frac{(2)}{(1)} \times 100$ (3)=	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled $\frac{(4)}{(4)+(2)} \times 100$ (6)=	% of votes against on votes polled $\frac{(5)}{(5)+(2)} \times 100$ (7)=
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	215719321	20.03	215719321	0	100.00	0.00
Public – Others	493405441	2376437	0.48	2363104	13333	99.44	0.56
Total	4361247379	3008939605	68.99	3008926272	13333	100.00	0.00

**Resolution No.7 - Appointment of Mr. R.S.L.N. Bhaskarudu as Independent Director**

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $\frac{(2)}{(1)} \times 100$ (3)=	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled $\frac{(4)}{(4)+(2)} \times 100$ (6)=	% of votes against on votes polled $\frac{(5)}{(5)+(2)} \times 100$ (7)=
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	215719321	20.03	214784287	935034	99.57	0.43
Public – Others	493409941	2376507	0.48	2363234	13273	99.44	0.56
Total	4361247379	3008939675	68.99	3007991368	948307	99.97	0.03

**Resolution No.8 - Appointment of Mr. N.C. Sarabeswaran as Independent Director**

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares $\frac{(2)}{(1)} \times 100$ (3)=	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled $\frac{(4)}{(4)+(2)} \times 100$ (6)=	% of votes against on votes polled $\frac{(5)}{(5)+(2)} \times 100$ (7)=
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	215719321	20.03	215719321	0	100.00	0.00
Public – Others	493405441	2376446	0.48	2362614	13832	99.42	0.58
Total	4361247379	3008939614	68.99	3008925782	13832	100.00	0.00



**Resolution No.9 - Appointment of Mr. S. Sandilya as Independent Director**

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0
Public – Institutional holders	1076998091	215719321	20.03	215719321	0	100.00	0.00
Public – Others	493409941	2376475	0.48	2362574	13901	99.42	0.58
Total	4361247379	3008939643	68.99	3008925742	13901	100.00	0.00

**Resolution No.10 - Appointment of Mr. S. Rajagopal as Independent Director**

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	215719321	20.03	215719321	0	100.00	0.00
Public – Others	493405441	2376457	0.48	2363054	13403	99.44	0.56
Total	4361247379	3008939625	68.99	3008926222	13403	100.00	0.00

**Resolution No.11 - Appointment of Mr. V. Santanaraman as Independent Director**

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	199210749	18.50	159438732	39772017	80.04	19.96
Public – Others	493405441	2376487	0.48	2362664	13823	99.42	0.58
Total	4361247379	2992431083	68.61	2952645243	39785840	98.67	1.33



**Resolution No.12 - Appointment of Mr. C.R. Muralidharan as Independent Director**

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	215719321	20.03	175947304	39772017	81.56	18.44
Public – Others	493405441	2376477	0.48	2363034	13443	99.43	0.57
Total	4361247379	3008939645	68.99	2969154185	39785460	98.68	1.32

**Resolution No.13 - Increase in the number of Directors from the existing maximum permissible limit of fifteen to sixteen**

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	214759321	19.94	214510254	249067	99.88	0.12
Public – Others	493405441	2377167	0.48	1010538	1366629	42.51	57.49
Total	4361247379	3007980335	68.97	3006364639	1615696	99.95	0.05

**Resolution No.14 - Issue and allotment of Securities, for an amount upto Rs. 2500 Crore in one or more tranches**

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$\frac{(3)}{[(2)/(1)]*100}$	(4)	(5)	$\frac{(6)}{[(4)/(2)]*100}$	$\frac{(7)}{[(5)/(2)]*100}$
Promoter and Promoter Group	2790843847	2790843847	100.00	2790843847	0	100.00	0.00
Public – Institutional holders	1076998091	215719321	20.03	150668141	65051180	69.84	30.16
Public – Others	493405441	2027704	0.41	654376	1373328	32.27	67.73
Total	4361247379	3008590872	68.98	2942166364	66424508	97.79	2.21





15 September, 2014

**REPORT OF SCRUTINIZER**

**[E – VOTING]**

[Pursuant to Clause 35B of Listing Agreement and pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

GMR Infrastructure Limited

Skip House, 25/1, Museum Road

Bangalore - 560 025.

Sir,

I, V.Sreedharan, Partner of M/s V.Sreedharan and Associates, Company Secretaries, Bangalore, was appointed as Scrutinizer for the 18<sup>th</sup> (Eighteenth) Annual General Meeting of the Equity Shareholders of "**GMR Infrastructure Limited**" to be held on Thursday September, 18 2014 at 03.00 P.M. at 'MLR Convention Centre, Brigade Millennium Campus, 7th phase, J.P. Nagar, Bangalore - 560 078' for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.



We submit our report as under:

1. The E-Voting period remained open from 09.00 AM on Thursday, September 11, 2014 up to 06.00 PM on Saturday, September 13, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on Friday August 15, 2014, who were entitled to vote on the proposed 14 (Fourteen) resolutions as mentioned in the Notice of the Annual General Meeting of "**GMR Infrastructure Limited**" {Item Number 1 (One) to 14 (Fourteen) of the Notice of the Annual General Meeting of GMR Infrastructure Limited}.
3. The votes were unblocked on September 13, 2014 around 06.07 P.M. in the presence of two witnesses, namely, Ms. Padmasri M.V, residing at 146/224, 'D' 18<sup>th</sup> Main, 5<sup>th</sup> Phase, J.P Nagar, Bangalore 560078 and Mr.Vijayesh Rajendran, residing at 56/5-1, G-7, Silverline Tulip Apartments, 9<sup>th</sup> Cross, Sarraki Main Road, J.P Nagar I Phase, Bangalore 560078 who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

*Padmasri*

(Padmasri M.V)

*Vijayesh*

(Vijayesh Rajendran)

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E- Voting website of Karvy Computershare Private Limited (<https://evoting.karvy.com>).



5. The result of the e-voting is as under:

**a) RESOLUTION No. 1**

To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
162	288,95,70,150	96.14

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
50	11,61,06,923	3.86

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	9,60,365



**b) RESOLUTION No. 2**

To declare dividend on equity shares and preference shares.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
207	300,66,35,703	100

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
7	1,370	Negligible

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	365



**c) RESOLUTION No. 3**

To appoint a director in place of Mr. O. Bangaru Raju, who retires by rotation, and being eligible, offers himself for re-appointment.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
198	300,53,22,960	100

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
11	22,563	Negligible

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	12,91,805



**d) RESOLUTION No. 4**

To appoint a director in place of Mr. Srinivas Bommidala, who retires by rotation, and being eligible, offers himself for re-appointment.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
135	285,14,17,841	94.88

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
74	15,39,27,672	5.12

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	12,91,805



**e) RESOLUTION No. 5**

RESOLVED THAT M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
199	300,56,88,016	99.99

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
10	3,74,857	0.01

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
7	5,74,505



**f) RESOLUTION No. 6**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr.Prakash G. Apte (holding DIN 00045798), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
198	300,66,22,320	100

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
11	13,173	Negligible





(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	1,865

**g) RESOLUTION No. 7**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R.S.S.L.N. Bhaskarudu (holding DIN 00058527), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
194	300,56,87,256	99.97



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
15	9,48,307	0.03

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	1,865

#### **h) RESOLUTION No. 8**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. N.C. Sarabeswaran (holding DIN 00167868), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
195	300,66,21,720	100

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
14	13,832	Neglible

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	1,865

**i) RESOLUTION No. 9**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr.S.Sandilya (holding DIN 00037542), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member



under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
196	300,66,21,790	100

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
13	13,741	Negligible

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	1,865



**j) RESOLUTION No. 10**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. S. Rajagopal (holding DIN 00022609), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
199	300,66,22,110	100

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
11	13,403	Negligible



(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	1,865

**k) RESOLUTION No. 11**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V.Santhana Raman (holding DIN 00212334), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
180	295,03,41,131	98.67



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
24	397,85,840	1.33

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
11	1,65,10,437

**I) RESOLUTION No. 12**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. C.R. Muralidharan (holding DIN 02443277), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
188	296,68,50,073	98.68

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	397,85,460	1.32

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	1,865





**m) RESOLUTION No. 13**

RESOLVED THAT pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other approval, as may be required by law, the number of directors of the Company be increased from the existing maximum permissible limit of 15 (fifteen) to 16 (sixteen).

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, Article 117 of the Articles of Association of the Company be amended to read as under:

Article 117 - Board's maximum strength

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than Sixteen.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of Directors of the Company and the Company Secretary, be and are hereby severally authorized to complete all the formalities in this regard and to take such steps as may be necessary, appropriate or expedient to give effect to the above resolutions.

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
190	300,54,11,232	99.99



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
21	2,64,991	0.01

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	9,61,215

**n) RESOLUTION No. 14**

RESOLVED THAT pursuant to the provisions of Sections 42, 71 and 62(1)(c) of the Companies Act, 2013 (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time and the provisions of the Foreign Exchange Management Act, 1999, as amended (the "FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended (the "FEMA Regulations"), the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism)



Scheme, 1993, as amended and subject to any required approval, consent, permission and / or sanction including from the Ministry of Finance (Foreign Investment Promotion Board, Department of Economic Affairs), the Ministry of Commerce & Industry (Department of Industrial Policy & Promotion / Secretariat for Industrial Assistance), all other Ministries / Departments of the Government of India ("GoI"), the Reserve Bank of India ("RBI"), and the Securities and Exchange Board of India ("SEBI") and / or any other competent authorities and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by GoI, RBI, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges on which the Company's equity shares of face value ₹ 1 each ("Equity Shares") and non-convertible debentures are listed and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), non-convertible debentures with or without warrants, other financial instruments convertible into Equity Shares (including warrants



or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting / special rights, 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, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, to any eligible person, as permitted under applicable law including qualified institutional buyers, foreign / Indian resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and/or multilateral financial institutions, foreign portfolio investors, mutual funds, non-resident Indians, stabilizing agents and/or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the Investors") whether or not such Investors are members of the Company as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount upto ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore only) or equivalent thereof in one or more foreign currency and / or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices 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 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) either in foreign currency or equivalent Indian rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI (ICDR) Regulations"); and the provisions of the FEMA, the FEMA Regulations, the Board may at its absolute discretion, issue, offer and allot Equity Shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants or any securities which are convertible into or exchangeable with equity shares (collectively referred to as "Securities") of an aggregate amount upto ₹ 2,500 Crore or equivalent thereof in one or more foreign currency and/or Indian rupees inclusive of such premium, as specified above, to qualified institutional buyers (as defined by the SEBI (ICDR) Regulations) pursuant to a Qualified Institutions Placement (QIP), as provided under Chapter VIII of the SEBI (ICDR) Regulations and such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI (ICDR) Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT pursuant to Regulation 85(1) of the SEBI (ICDR) Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% or such other percentage as permitted under applicable



law to the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a. the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;  
and
- b. the relevant date for the determination of applicable price for the issue of the Securities shall be as per the regulations prescribed by SEBI, RBI, GoI through its various departments or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules/regulations/statutory provisions.

RESOLVED FURTHER THAT the issue to the holders of any Securities with underlying Equity Shares shall be, inter alia, subject to the following terms and conditions:

- a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, 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 of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same



- are offered to the existing shareholders if so determined by the Board in its absolute discretion; and
- c. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

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 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 Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/



charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any 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 or Management Committee or any other Committee thereof be and is hereby authorized to engage / appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.





RESOLVED FURTHER THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (the Act), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, the consent of the Company, be and is hereby accorded to the Board to offer, issue and allot Secured or Unsecured redeemable Non-convertible Debentures/Bonds in one or more tranches, on private placement basis, on such terms and conditions as the Board of Directors may determine and consider proper and most beneficial to the Company including as to when the said Debentures to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, for an amount up to ₹ 2,500 Crore (Rupees Two Thousand Five Hundred Crore only) including the amounts raised through issue of any other Securities.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Securities including but not limited to:



- a. Approving the offer document and filing the same with any other authority or persons as may be required;
- b. Approving the specific nature and size of Security (in Indian rupees or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above Authorised Persons, who shall sign the same in token thereof;
- d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
- e. Opening such bank accounts and demat accounts as may be required for the transaction;
- f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- h. Making applications for listing of the Securities on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
- i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be



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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
158	294,15,62,515	97.84

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
51	650,73,688	2.16

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	1,235

Thanking you,

Yours faithfully,

For V. Sreedharan & Associates



V. Sreedharan

Partner

F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: 15 September, 2014

**FORM No. MGT-13**

**REPORT OF SCRUTINIZER**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,

Chairman

Annual General Meeting of the Equity Shareholders of "**GMR Infrastructure Limited**" held on,  
September 18, 2014, at 'MLR Convention Centre, Brigade Millennium Campus, 7th Phase, J.P.  
Nagar, Bangalore - 560 078' at 03.00 P.M.

Sir,

I, V.Sreedharan, Partner of M/s V.Sreedharan and Associates, Company Secretaries, Bangalore,  
was appointed as Scrutinizer for the purpose scrutinizing the ballot papers taken on the below  
mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of "**GMR  
Infrastructure Limited**", held on Thursday, September 18, 2014 at 'MLR Convention Centre,  
Brigade Millennium Campus, 7th phase, J.P. Nagar, Bangalore - 560 078'



We submit our report as under:

1. After the conclusion of voting through ballot papers, the ballot boxes were opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
2. The ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
3. The result of the voting through ballot paper is as under:

**a) RESOLUTION No. 1**

To receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
64	6,04,018	30.90

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
2	13,50,601	69.10

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
11	3,59,237

**b) RESOLUTION No. 2**

To declare dividend on equity shares and preference shares.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
65	22,99,842	99.81

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
3	4,270	0.19



(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9,744

**c) RESOLUTION No. 3**

To appoint a director in place of Mr. O. Bangaru Raju, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
67	23,04,062	100

(ii) Voted against the resolution – **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	9,794



**d) RESOLUTION No. 4**

To appoint a director in place of Mr. Srinivas Bommidala, who retires by rotation, and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
64	9,53,301	41.37

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
3	13,50,761	58.63

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	9,794





**e) RESOLUTION No. 5**

RESOLVED THAT M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as may be determined by the Board of Directors of the Company.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
68	23,04,112	100

(ii) Voted **against** the resolution – **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9,744



**f) RESOLUTION No. 6**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr.Prakash G. Apte (holding DIN 00045798), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
67	23,03,952	99.99



(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
1	160	0.01

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9,744

**g) RESOLUTION No. 7**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R.S.S.L.N. Bhaskarudu (holding DIN 00058527), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not



liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
68	23,04,112	100

(ii) Voted **against** the resolution – **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9,744

**h) RESOLUTION No. 8**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. N.C. Sarabeswaran (holding DIN 00167868), Director of the Company who has submitted a declaration that he meets the



criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
67	23,04,062	100

(ii) Voted **against** the resolution – **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	9,794



**i) RESOLUTION No. 9**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr.S.Sandilya (holding DIN 00037542), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
67	23,03,952	99.99



(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
1	160	0.01

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9,744

**j) RESOLUTION NO. 10**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. S. Rajagopal (holding DIN 00022609), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not



liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
68	23,04,112	100

(ii) Voted **against** the resolution – **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9,744

**k) RESOLUTION NO. 11**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V.Santhana Raman (holding DIN 00212334), Director of the Company who has submitted a declaration that he meets the





criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
68	23,04,112	100

(ii) Voted **against** the resolution – **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9,744



**I) RESOLUTION NO. 12**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. C.R. Muralidharan (holding DIN 02443277), Director of the Company who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for two consecutive years for a term upto the conclusion of the twentieth Annual General Meeting of the Company.

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
68	23,04,112	100



(ii) Voted **against** the resolution – **NIL**

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9,744

**m) RESOLUTION NO. 13**

RESOLVED THAT pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other approval, as may be required by law, the number of directors of the Company be increased from the existing maximum permissible limit of 15 (fifteen) to 16 (sixteen).

RESOLVED FURTHER THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, Article 117 of the Articles of Association of the Company be amended to read as under:

Article 117 - Board's maximum strength

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three and not more than Sixteen.



RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of Directors of the Company and the Company Secretary, be and are hereby severally authorized to complete all the formalities in this regard and to take such steps as may be necessary, appropriate or expedient to give effect to the above resolutions.

(i) **Voted in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
63	9,53,407	41.38

(ii) **Voted against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
5	13,50,705	58.62

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	9,744



**n) RESOLUTION NO. 14**

RESOLVED THAT pursuant to the provisions of Sections 42, 71 and 62(1)(c) of the Companies Act, 2013 (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time and the provisions of the Foreign Exchange Management Act, 1999, as amended (the "FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended (the "FEMA Regulations"), the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and subject to any required approval, consent, permission and / or sanction including from the Ministry of Finance (Foreign Investment Promotion Board, Department of Economic Affairs), the Ministry of Commerce & Industry (Department of Industrial Policy & Promotion / Secretariat for Industrial Assistance), all other Ministries / Departments of the Government of India ("GoI"), the Reserve Bank of India ("RBI"), and the Securities and Exchange Board of India ("SEBI") and / or any other competent authorities and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by GoI, RBI, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the Listing



Agreements entered into by the Company with the stock exchanges on which the Company's equity shares of face value ` 1 each ("Equity Shares") and non-convertible debentures are listed and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee thereof), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), non-convertible debentures with or without warrants, other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting / special rights, 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, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as "Securities") or any combination of Securities, in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, to any eligible person, as permitted under applicable law including qualified institutional buyers, foreign / Indian resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian),



foreign institutional investors, Indian and/or multilateral financial institutions, foreign portfolio investors, mutual funds, non-resident Indians, stabilizing agents and/or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the Investors") whether or not such Investors are members of the Company as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount upto ` 2,500 Crore (Rupees Two Thousand Five Hundred Crore only) or equivalent thereof in one or more foreign currency and / or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices 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 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) either in foreign currency or equivalent Indian rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI (ICDR) Regulations"); and the provisions of the FEMA, the FEMA Regulations, the Board may at its absolute



discretion, issue, offer and allot Equity Shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants or any securities which are convertible into or exchangeable with equity shares (collectively referred to as "Securities") of an aggregate amount upto ` 2,500 Crore or equivalent thereof in one or more foreign currency and/or Indian rupees inclusive of such premium, as specified above, to qualified institutional buyers (as defined by the SEBI (ICDR) Regulations) pursuant to a Qualified Institutions Placement (QIP), as provided under Chapter VIII of the SEBI (ICDR) Regulations and such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI (ICDR) Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT pursuant to Regulation 85(1) of the SEBI (ICDR) Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% or such other percentage as permitted under applicable law to the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a. the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;  
and
- b. the relevant date for the determination of applicable price for the issue of the Securities shall be as per the regulations prescribed by SEBI, RBI, GoI through its various departments or any other regulator and the pricing of any Equity Shares





issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules/regulations/statutory provisions.

RESOLVED FURTHER THAT the issue to the holders of any Securities with underlying Equity Shares shall be, inter alia, subject to the following terms and conditions:

- a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, 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 of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and
- c. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

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 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 Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on pari-passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any 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 or Management Committee or any other Committee thereof be and is hereby authorized to engage / appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved



or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari-passu with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 (the Act), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of the Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such other approvals as may be required from regulatory authorities from time to time, the consent of the Company, be and is hereby accorded to the Board to offer, issue and allot Secured or Unsecured redeemable Non-convertible Debentures/Bonds in one or more tranches, on private placement basis, on such terms and conditions as the Board of Directors may determine and consider proper and most beneficial to the Company including as to when the said Debentures to be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental



thereto, for an amount up to ` 2,500 Crore (Rupees Two Thousand Five Hundred Crore only) including the amounts raised through issue of any other Securities.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Securities including but not limited to:

- a. Approving the offer document and filing the same with any other authority or persons as may be required;
- b. Approving the specific nature and size of Security (in Indian rupees or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above Authorised Persons, who shall sign the same in token thereof;
- d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
- e. Opening such bank accounts and demat accounts as may be required for the transaction;



- f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- h. Making applications for listing of the Securities on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
- i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be

(i) Voted **in favour** of Resolution

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of Total Number of valid votes cast
63	6,03,849	30.89

(ii) Voted **against** the resolution

Number of Members Present and Voting (in person or by proxy)	Number of Votes Cast by them	% of Total Number of valid votes cast
4	13,50,820	69.11




(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
10	3,59,187

4. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR","AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
6. The consolidated result of the votes cast (by E-voting and by voting through ballot papers) is provided as Annexure-1 to this report.

Thanking You,

Yours faithfully

For V. Sreedharan & Associates  
  
V. Sreedharan  
Partner  
F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: September 20, 2014

Annexure - 1

Consolidated result of voting (by E- voting and voting through ballot papers) for resolution numbers 1 to 14 of the notice of the 18th Annual General Meeting of "GMR Infrastructure Limited" held on Thursday September 18, 2014 at 03.00 P.M.

Resolution Number	Total Valid Votes			Voted in favour of resolution			Voted against resolution			Percentage	
	By E-Voting	By Ballot	Total	By E-Voting	By Ballot	Total	By E-Voting	By Ballot	Total	%	%
1	3005677073	1954619	3007631692	2889570150	604018	2890174168	116106923	1350601	117457524	96.09	3.91
2	3006637073	2304112	3008941185	3006635703	229842	3008935545	1370	4270	5640	100.00	0.00
3	3005345523	2304062	3007649585	3005322960	2304062	3007627022	22563	0	22563	100.00	0.00
4	3005345513	2304062	3007649575	2851417841	953301	2852371142	153927672	1350761	155278433	94.84	5.16
5	3006062873	2304112	3008366985	3005688016	2304112	3007992128	374857	0	374857	99.99	0.01
6	3006635493	2304112	3008939605	3006622320	2303952	3008926272	13173	160	13333	100.00	0.00
7	3006635563	2304112	3008939675	3005687256	2304112	3007991368	948307	0	948307	99.97	0.03
8	3006635552	2304062	3008939614	3006621720	2304062	3008925782	13832	0	13832	100.00	0.00
9	3006635531	2304112	3008939643	3006621790	2303952	3008925742	13741	160	13901	100.00	0.00
10	3006635513	2304112	3008939625	3006622110	2304112	3008926222	13403	0	13403	100.00	0.00
11	2990126971	2304112	2992431083	2950341131	2304112	2952645243	39785840	0	39785840	98.67	1.33
12	3006635533	2304112	3008939645	2966850073	2304112	2969154185	39785460	0	39785460	98.68	1.32
13	3005676223	2304112	3007980335	3005411232	953407	3006364639	264991	1350705	1615696	99.95	0.05
14	3006636203	1954669	3008590872	2941562515	603849	2942166364	65073688	1350820	66424508	97.79	2.21

