



# NARENDER & ASSOCIATES

## Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038.  
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### SCRUTINIZER'S REPORT

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

To,  
The Chairman,  
GVK Power & Infrastructure Limited  
"Paigah House", 156-159,  
Sardar Patel Road,  
Secunderabad - 500 003

The Board of Directors of GVK Power & Infrastructure Limited, having its registered office at "Paigah House", 156-159, Sardar Patel Road, Secunderabad - 500 003, at its meeting held on 29<sup>th</sup> May, 2014 has appointed me as the Scrutinizer for conducting the e-voting process of the resolutions mentioned in the Notice of 20<sup>th</sup> Annual General Meeting (AGM) of the said company to be held on 13<sup>th</sup> August, 2014 at 11.30 A.M. at Sri Satya Sai Nigamagamam, 8-3-987/2, Srinagar Colony, Hyderabad - 500073.

Accordingly, I, Gandhari Narender, Proprietor of Narender & Associates, Company Secretaries in Whole time Practice, having its office at 403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500038, Telangana, in my capacity, as Scrutinizer for the e-voting process of the company submit my report as under :

1. The company has conducted the e-voting process in terms of the provisions of the Companies Act, 2013 read with Rule 20 (xi) of the Companies (Management and Administration) Rules, 2014.
2. The entire e-voting process has been held in a fair and transparent manner for ascertaining the requisite majority on the resolutions 1 to 9 as specified in the Notice of 20<sup>th</sup> AGM, dated:29-05-2014.
3. The e-voting period remained open from 6<sup>th</sup> day of August, 2014 at 9.00 a.m. to 8<sup>th</sup> day of August, 2014 at 5.00 p.m.
4. The Shareholders holding shares as on the "cut off" date i.e; 4<sup>th</sup> day of July, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to 9 as set out in the Notice of 20<sup>th</sup> AGM of M/s. GVK Power & Infrastructure Limited)



5. The votes were unblocked on 9<sup>th</sup> day of August, 2014 around 11.00 A.M in the presence of two witnesses, Mr. M. Nagaraju, R/o 8-3-225/A67, Yadagiri Nagar, Yousufguda Check post, Hyderabad - 500045 and Mr. J P 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. They have signed below in confirmation of the votes being unblocked in their presence.



Name: M. Nagaraju



Name: J P Sarath Chand

6. 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 (KCPL) [<https://www.evoting.karvy.com>] enclosed and marked as Annexure-A.
7. The final result of the e-voting on every Agenda item of the said notice is as under:

**I. ORDINARY BUSINESS :**

**Resolution - 1 :**

**Adoption of Audited financial statements for the year ended 31.03.2014.**

Particulars	No. of shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	109	93,21,84,364	98.27
Voted against	10	1,64,21,394	1.73
Invalid votes	4	1,230	0

1 Shareholder having 10 votes, voted partly in Favour (8 votes) and partly Against (2 votes).

**Resolution - 2 :**

**Appointment of Mrs. Indira Krishna Reddy as a Director retiring by rotation.**

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	96	89,92,07,023	94.79
Voted against	28	4,93,99,964	5.21
Invalid votes	0	0	0

2 Shareholders having in aggregate 510 votes, voted partly in Favour (255 votes) and partly Against (254 votes).



**Resolution - 3 :**

**Re-appointment of M/s. S R Botliboi & Associates LLP, Chartered Accountants as Statutory Auditors.**

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	109	94,85,48,887	99.99
Voted against	16	56,451	0.01
Invalid votes	1	850	0

4 Shareholders having in aggregate 11,510 votes, voted partly in Favour (8,604 votes) and partly Against (2,906 votes).

**II. SPECIAL BUSINESS :**

**Resolution - 4 :**

**Appointment of Mr. S Anwar as an Independent Director for a period of five years as an Ordinary Resolution.**

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	113	94,85,51,217	99.99
Voted against	10	54,971	0.01
Invalid votes	1	500	0

2 Shareholders having in aggregate 10,010 votes, voted partly in Favour (8,003 votes) and partly Against (2,007 votes).

**Resolution - 5 :**

**Re-appointment of Dr G V K Reddy as Chairman & Managing Director for a period of five years as a Special Resolution.**

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	109	93,44,31,348	98.51
Voted against	13	1,41,75,640	1.49
Invalid votes	0	0	0



**Resolution - 6 :**

To authorize the Board to create charge / mortgage properties of the company under section 180(1)(a) of the Companies Act, 2013 as a Special Resolution.

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	104	94,67,45,288	99.80
Voted against	20	18,61,700	0.20
Invalid votes	0	0	0

2 Shareholders having in aggregate 10,010 votes, voted partly in Favour (5,002 votes) and partly Against (5,008 votes).

**Resolution - 7 :**

To authorize the Board to borrow monies under section 180(1)(c) of the Companies Act, 2013 as a Special Resolution.

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	109	94,67,55,590	99.80
Voted against	14	18,50,798	0.20
Invalid votes	0	0	0

1 Shareholder having 10 votes, voted partly in Favour (4 votes) and partly Against (6 votes).

**Resolution - 8 :**

To consider and approve the modifications to Article of Association of the Company as a Special Resolution.

Particulars	No. of shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	113	93,44,29,485	98.51
Voted against	9	1,41,76,503	1.49
Invalid votes	1	1,000	0

1 Shareholder having 10 votes, voted partly in Favour (6 votes) and partly Against (4 votes).



Resolution - 9 :

Further issue of equity shares under section 62 of the Companies Act, 2013 as a Special Resolution.

Particulars	No. of shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	93	88,32,20,181	93.11
Voted against	31	6,53,86,807	6.89
Invalid votes	0	0	0

2 Shareholders having in aggregate 10,010 votes, voted partly in Favour (8,002 votes) and partly Against (2,008 votes).

8. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary of the company for safe keeping.

Place: Hyderabad  
Date: 11.08.2014



For NARENDER & ASSOCIATES  
Company Secretaries  
*[Signature]*  
G. NARENDER  
Proprietor  
FCS-4898, CoP-5024