

September 22, 2018

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 Sir/Madam,

**Sub: Submission of disclosures under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)**

**Ref: 22<sup>nd</sup> Annual General Meeting of GMR Infrastructure Limited held on Friday, September 21, 2018**

This is to inform you that the 22<sup>nd</sup> Annual General Meeting of GMR Infrastructure Limited was held on Friday, September 21, 2018 in this regard, please find enclosed following:-

1. Summary proceedings as required under Regulation 30, Part A of Schedule III of the SEBI LODR as **Annexure A**.
2. Voting results as required under Regulation 44 of the SEBI LODR accompanied with scrutinizer's Report as **Annexure B**.

Kindly take the above on record.

For **GMR Infrastructure Limited**



**T. Venkat Ramana**  
Company Secretary & Compliance Officer

Encl: As above

**Summary of proceedings of the 22<sup>nd</sup> Annual General Meeting of GMR Infrastructure Limited held on Friday, September 21, 2018**

The 22<sup>nd</sup> Annual General Meeting of the Members of the Company was held on Friday, September 21, 2018 at 3:00 p.m at Rangsharda Auditorium, Hotel Rangsharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai – 400050.

Mr. G.M Rao, Chairman, chaired the meeting and addressed the members, authorised representatives, proxies and invitees and conducted the proceedings of the meeting. Thereafter the following items of business as stated in the notice of AGM, were transacted:

1. Adoption of Audited financial statements (including consolidated financial statement) of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon;
2. Re-appointment of Mr. Srinivas Bommidala as Director who retires by rotation;
3. Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2019;
4. Appointment of Mr. Vikas Deep Gupta as a Director of the Company;
5. Approval for continuation of Mr. R.S.S.L.N. Bhaskarudu as a Non- Executive Independent Director of the Company beyond the age of 75 years;
6. Approval for continuation of Mr. N.C. Sarabeswaran as a Non- Executive Independent Director of the Company beyond the age of 75 years;
7. Approval for continuation of Mr. S. Rajagopal as a Non- Executive Independent Director of the Company beyond the age of 75 years;
8. Approval for issue and allotment of securities, for an amount upto Rs. 2,500 Crore in one or more tranches;
9. Approval for issue and allotment of Optionally Convertible Debentures of upto Rs.402 Crores.

Mr. G.M. Rao, being interested in agenda items no. 2, as mentioned above did not participated in the proceeding. For transacting this agenda item no. 2, Mr. R.S.S.L.N. Bhaskarudu chaired the meeting.

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided members the facility to cast vote electronically from September 18, 2018 (9.00 a.m.) to September 20, 2018 (5.00 p.m.) (remote e-voting). Members who were present at the AGM and did not cast their votes through remote e-voting, were provided an opportunity to cast their votes at the Venue of AGM through e-voting (insta poll).

Mr. V Sreedharan of M/s V. Sreedharan & Associates, Practicing Company Secretary was appointed as the Scrutinizer for remote e-voting, e-voting (insta poll) at the AGM.

The queries raised by the Shareholders at the AGM were answered/clairified by the Chairrman and other Directors.

The Chairman informed the members that the Voting results of AGM pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be submitted to the Stock Exchanges within the prescribed time limit and also posted on the Company's website.

The 22<sup>nd</sup> Annual General Meeting of the Company concluded at 6.00 P.M.

GMR INFRASTRUCTURE LIMITED	
Date of the AGM	21-09-2018
Total number of shareholders on record date	414820
No. of shareholders present in the meeting either in person or through Promoters and Promoter Group:	11
Public:	69
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2018, and the Reports of the Board of Directors and Auditors thereon							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3798301776	3798301776	100.00	3798301776	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3798301776	100.00	3798301776	0	100.00	0.00
Public- Institutions	E-Voting	1591503097	909324624	57.14	676231301	233093323	74.37	25.63
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		909324624	57.14	676231301	233093323	74.37	25.63
Public- Non Institutions	E-Voting	646140402	226428	0.04	226028	400	99.82	0.18
	Poll		577706	0.09	577704	2	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		804134	0.12	803732	402	99.95	0.05
<b>Total</b>	<b>Total</b>	<b>6035945275</b>	<b>4708430534</b>	<b>78.01</b>	<b>4475336809</b>	<b>233093725</b>	<b>95.05</b>	<b>4.95</b>

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Srinivas Bommidala as Director who retires by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3798301776	3794986626	99.91	3794986626	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		3794986626	99.91	3794986626	0	100.00	0.00
Public- Institutions	E-Voting	1591503097	911264101	57.26	850187106	61076995	93.30	6.70
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		911264101	57.26	850187106	61076995	93.30	6.70
Public- Non Institutions	E-Voting	646140402	226378	0.04	223174	3204	98.58	1.42
	Poll		577706	0.09	577404	302	99.95	0.05
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	Total		804084	0.12	800578	3506	99.56	0.44
<b>Total</b>	<b>Total</b>	<b>6035945275</b>	<b>4707054811</b>	<b>77.98</b>	<b>4645974310</b>	<b>61080501</b>	<b>98.70</b>	<b>1.30</b>

<b>Resolution No.</b>	3							
<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY - Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2019							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	3798301776	3798301776	100.00	3798301776	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>3798301776</b>	<b>100.00</b>	<b>3798301776</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1591503097	911264101	57.26	911264101	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>911264101</b>	<b>57.26</b>	<b>911264101</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Non Institutions	E-Voting	646140402	226428	0.04	223968	2460	98.91	1.09
	Poll		577706	0.09	577704	2	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>804134</b>	<b>0.12</b>	<b>801672</b>	<b>2462</b>	<b>99.69</b>	<b>0.31</b>
<b>Total</b>		<b>6035945275</b>	<b>4710370011</b>	<b>78.04</b>	<b>4710367549</b>	<b>2462</b>	<b>100.00</b>	<b>0.00</b>

<b>Resolution No.</b>	4							
<b>Resolution required:</b>	ORDINARY - Appointment of Mr. Vikas Deep Gupta as a Director of the Company							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	3798301776	3798301776	100.00	3798301776	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>3798301776</b>	<b>100.00</b>	<b>3798301776</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1591503097	911264101	57.26	850187106	61076995	93.30	6.70
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>911264101</b>	<b>57.26</b>	<b>850187106</b>	<b>61076995</b>	<b>93.30</b>	<b>6.70</b>
Public- Non Institutions	E-Voting	646140402	226439	0.04	224159	2280	98.99	1.01
	Poll		577706	0.09	577704	2	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>804145</b>	<b>0.12</b>	<b>801863</b>	<b>2282</b>	<b>99.72</b>	<b>0.28</b>
<b>Total</b>		<b>6035945275</b>	<b>4710370022</b>	<b>78.04</b>	<b>4649290745</b>	<b>61079277</b>	<b>98.70</b>	<b>1.30</b>

<b>Resolution No.</b>	5							
<b>Resolution required: (Ordinary/ Special)</b>	SPECIAL - Approval for continuation of Mr. R.S.S.L.N. Bhaskarudu as a Non- Executive Independent Director of the Company beyond the age of 75 years							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	3798301776	3798301776	100.00	3798301776	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>3798301776</b>	<b>100.00</b>	<b>3798301776</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1591503097	911264101	57.26	657853822	253410279	72.19	27.81
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>911264101</b>	<b>57.26</b>	<b>657853822</b>	<b>253410279</b>	<b>72.19</b>	<b>27.81</b>
Public- Non Institutions	E-Voting	646140402	225989	0.04	218882	7107	96.86	3.14
	Poll		577706	0.09	577404	302	99.95	0.05
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>803695</b>	<b>0.12</b>	<b>796286</b>	<b>7409</b>	<b>99.08</b>	<b>0.92</b>
<b>Total</b>		<b>6035945275</b>	<b>4710369572</b>	<b>78.04</b>	<b>4456951884</b>	<b>253417688</b>	<b>94.62</b>	<b>5.38</b>

<b>Resolution No.</b>	6							
<b>Resolution required: (Ordinary/ Special)</b>	SPECIAL - Approval for continuation of Mr. N.C. Sarabeswaran as a Non- Executive Independent Director of the Company beyond the age of 75 Years							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	3798301776	3798301776	100.00	3798301776	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>3798301776</b>	<b>100.00</b>	<b>3798301776</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1591503097	911264101	57.26	610236413	301027688	66.97	33.03
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>911264101</b>	<b>57.26</b>	<b>610236413</b>	<b>301027688</b>	<b>66.97</b>	<b>33.03</b>
Public- Non Institutions	E-Voting	646140402	225989	0.04	218783	7206	96.81	3.19
	Poll		577706	0.09	577404	302	99.95	0.05
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>803695</b>	<b>0.12</b>	<b>796187</b>	<b>7508</b>	<b>99.07</b>	<b>0.93</b>
<b>Total</b>		<b>6035945275</b>	<b>4710369572</b>	<b>78.04</b>	<b>4409334376</b>	<b>301035196</b>	<b>93.61</b>	<b>6.39</b>

<b>Resolution No.</b>	7							
<b>Resolution required: (Ordinary/ Special)</b>	SPECIAL - Approval for continuation of Mr. S. Rajagopal as a Non- Executive Independent Director of the Company beyond the age of 75 years							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	3798301776	3798301776	100.00	3798301776	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>3798301776</b>	<b>100.00</b>	<b>3798301776</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1591503097	911264101	57.26	665423091	245841010	73.02	26.98
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>911264101</b>	<b>57.26</b>	<b>665423091</b>	<b>245841010</b>	<b>73.02</b>	<b>26.98</b>
Public- Non Institutions	E-Voting	646140402	225989	0.04	218633	7356	96.74	3.26
	Poll		577706	0.09	577404	302	99.95	0.05
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>803695</b>	<b>0.12</b>	<b>796037</b>	<b>7658</b>	<b>99.05</b>	<b>0.95</b>
<b>Total</b>		<b>6035945275</b>	<b>4710369572</b>	<b>78.04</b>	<b>4464520904</b>	<b>245848668</b>	<b>94.78</b>	<b>5.22</b>

<b>Resolution No.</b>	8							
<b>Resolution required: (Ordinary/ Special)</b>	SPECIAL - Approval for issue and allotment of securities, for an amount upto Rs. 2,500 Crore in one or more tranches							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	3798301776	3798301776	100.00	3798301776	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>3798301776</b>	<b>100.00</b>	<b>3798301776</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1591503097	911264101	57.26	830983897	80280204	91.19	8.81
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>911264101</b>	<b>57.26</b>	<b>830983897</b>	<b>80280204</b>	<b>91.19</b>	<b>8.81</b>
Public- Non Institutions	E-Voting	646140402	225389	0.03	208899	16490	92.68	7.32
	Poll		577706	0.09	577704	2	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>803095</b>	<b>0.12</b>	<b>786603</b>	<b>16492</b>	<b>97.95</b>	<b>2.05</b>
<b>Total</b>		<b>6035945275</b>	<b>4710368972</b>	<b>78.04</b>	<b>4630072276</b>	<b>80296696</b>	<b>98.30</b>	<b>1.70</b>

<b>Resolution No.</b>	9							
<b>Resolution required:</b>	SPECIAL - Approval for issue and allotment of Optionally Convertible Debentures							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	3798301776	3798301776	100.00	3798301776	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>3798301776</b>	<b>100.00</b>	<b>3798301776</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public- Institutions	E-Voting	1591503097	911264101	57.26	904244101	7020000	99.23	0.77
	Poll		0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>911264101</b>	<b>57.26</b>	<b>904244101</b>	<b>7020000</b>	<b>99.23</b>	<b>0.77</b>
Public- Non Institutions	E-Voting	646140402	225478	0.03	220973	4505	98.00	2.00
	Poll		577706	0.09	577704	2	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	00	0	0.00	0.00
	<b>Total</b>		<b>803184</b>	<b>0.12</b>	<b>798677</b>	<b>4507</b>	<b>99.44</b>	<b>0.56</b>
<b>Total</b>		<b>6035945275</b>	<b>4710369061</b>	<b>78.04</b>	<b>4703344554</b>	<b>7024507</b>	<b>99.85</b>	<b>0.15</b>



**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,

The Chairman of the Twenty Second Annual General Meeting of the Equity Shareholders of “**GMR Infrastructure Limited**” held on Friday, September 21, 2018 at 3:00 p.m. at Rangsharda Auditorium, Hotel Rangasharda, Near Lilavati Hospital, KC Marg, Bandra Reclamation Flyover, Bandra (West), Mumbai- 400050, Maharashtra.

Sir,

I, V Sreedharan, Partner of V Sreedharan and Associates, Company Secretaries, Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- (ii) Voting through electronic voting system (“Instapoll”) at the Annual General Meeting.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the Twenty Second Annual General Meeting of the Equity Shareholders dated August 14, 2018. My responsibility as a Scrutinizer for the voting process is restricted to making a Consolidated Scrutinizer’s Report of the votes cast “in favour” or “against” the resolutions stated in the notice of the Annual General Meeting, based on the report generated from the e-voting system and Instapoll provided by Karvy Computershare Private Limited, the Agency Authorised under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and voting at the General Meeting by Instapoll at the venue of the Annual General Meeting.

**We submit our report as under:**

**A. Relating to E-Voting:**

1. The remote E-Voting period remained open from 9.00 a.m. Tuesday, September 18, 2018 up to 5.00 p.m. Thursday, September 20, 2018.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent by electronic mode to those members whose email ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.



**B. Relating to voting at the AGM:**

**Instapoll**

After the conclusion of the Annual General Meeting, the votes cast through Instapoll were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

**C. Result of Remote E-Voting and Instapoll Voting at AGM is as under:**

1. The voting rights were reckoned as on Friday, September 14, 2018, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and instapoll at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on September 21, 2018 at 6.09 P.M. in presence of two witnesses who are not in the employment of the Company.
3. Thereafter, Karvy Computershare Private Limited provided the details of equity shareholders, who voted "For" or "Against" through voting at the Annual General Meeting by electronic means (Instapoll).
4. The combined result of remote e-voting and poll is as under:

**a) RESOLUTION 1**

Adoption of Audited financial statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2018, and the Reports of the Board of Directors and Auditors thereon.



(i) Voted in favour of Resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	211	54	265
Number of votes cast by them	447,47,59,105	5,77,704	447,53,36,809
% of Total Number of valid votes cast	95.05	99.99	95.05

(ii) Voted against the resolution

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	62	2	64
Number of votes cast by them	23,30,93,723	2	23,30,93,725
% of Total Number of valid votes cast	4.95	0.01	4.95

(iii) Invalid Votes - NIL



**b) RESOLUTION 2**

Re-appointment of Mr. Srinivas Bommidala as Director who retires by rotation.

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	248	52	300
Number of votes cast by them	464,53,96,906	5,77,404	464,59,74,310
% of Total Number of valid votes cast	98.70	99.95	98.71

**(ii) Voted against the resolution**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	15	4	19
Number of votes cast by them	6,10,80,199	302	6,10,80,501
% of Total Number of valid votes cast	1.30	0.05	1.29

**(iii) Invalid Votes - NIL**

**c) RESOLUTION 3**

Ratification of remuneration to Cost Auditor for the financial year ending March 31, 2019.

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	266	54	320
Number of votes cast by them	470,97,89,845	5,77,704	471,03,67,549
% of Total Number of valid votes cast	99.99	99.99	99.99

**(ii) Voted against the resolution**

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	8	2	10
Number of votes cast by them	2,460	2	2,462
% of Total Number of valid votes cast	0.01	0.01	0.01

**(iii) Invalid Votes - NIL**



d) **RESOLUTION 4**

Appointment of Mr. Vikas Deep Gupta as a Director of the Company.

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	261	54	315
Number of votes cast by them	464,87,13,041	5,77,704	464,92,90,745
% of Total Number of valid votes cast	98.70	99.99	98.70

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	14	2	16
Number of votes cast by them	6,10,79,275	2	6,10,79,277
% of Total Number of valid votes cast	1.30	0.01	1.30

(iii) **Invalid Votes - NIL**



**e) RESOLUTION 5 (Special Resolution)**

Approval for continuation of Mr. R.S.S.L.N. Bhaskarudu as a Non- Executive Independent Director of the Company beyond the age of 75 years.

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	195	52	247
Number of votes cast by them	445,63,74,480	5,77,404	445,69,51,884
% of Total Number of valid votes cast	94.62	99.95	94.62

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	80	4	84
Number of votes cast by them	25,34,17,386	302	25,34,17,688
% of Total Number of valid votes cast	5.38	0.05	5.38

**(iii) Invalid Votes - NIL**



**f) RESOLUTION 6 (Special Resolution)**

Approval for continuation of Mr. N.C. Sarabeswaran as a Non- Executive Independent Director of the Company beyond the age of 75 years.

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	184	52	236
Number of votes cast by them	440,87,56,972	5,77,404	440,93,34,376
% of Total Number of valid votes cast	93.61	99.95	93.61

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	92	4	96
Number of votes cast by them	30,10,34,894	302	30,10,35,196
% of Total Number of valid votes cast	6.39	0.05	6.39

**(iii) Invalid Votes - NIL**



**g) RESOLUTION 7 (Special Resolution)**

Approval for continuation of Mr. S. Rajagopal as a Non- Executive Independent Director of the Company beyond the age of 75 years.

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	202	52	254
Number of votes cast by them	446,39,43,500	5,77,404	446,45,20,904
% of Total Number of valid votes cast	94.78	99.95	94.78

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	74	4	78
Number of votes cast by them	24,58,48,366	302	24,58,48,668
% of Total Number of valid votes cast	5.22	0.05	5.22

**(iii) Invalid Votes - NIL**



**h) RESOLUTION 8 (Special Resolution)**

Approval for issue and allotment of securities, for an amount up to ₹ 2,500 Crore in one or more tranches.

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	245	54	299
Number of votes cast by them	462,94,94,572	5,77,704	463,00,72,276
% of Total Number of valid votes cast	98.29	99.99	98.30

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	28	2	30
Number of votes cast by them	8,02,96,694	2	8,02,96,696
% of Total Number of valid votes cast	1.71	0.01	1.70

**(iii) Invalid Votes - NIL**



**i) RESOLUTION 9 (Special Resolution)**

Approval for issue and allotment of Optionally Convertible Debentures

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	261	54	315
Number of votes cast by them	470,27,66,850	5,77,704	470,33,44,554
% of Total Number of valid votes cast	99.85	99.99	99.85

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

	Remote E-voting	Instapoll (E-Voting at AGM)	Total
Number of Members present and voting (in person or by proxy)	10	2	12
Number of votes cast by them	70,24,505	2	70,24,507
% of Total Number of valid votes cast	0.15	0.01	0.15

**(iii) Invalid Votes - NIL**

5. 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.



6. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V Sreedharan & Associates



(V Sreedharan)  
Partner  
FCS 2347; CP No. 833



Date: September 22, 2018

Place: Bengaluru