

25<sup>th</sup> February, 2022



Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building,  
P J Towers, Dalal Street, Fort  
**MUMBAI – 400 001.**

The National Stock Exchange of India Ltd  
Exchange Plaza,  
5<sup>th</sup> Floor, Plot No.C/1, G Block,  
Bandra Kurla Complex, Bandra (E)  
**MUMBAI – 400 051**

Dear Sir,

**Sub: Regulation 44(3) of SEBI (Listing Obligations and Disclosure requirements) – Voting Results and Scrutinizer’s Report of the 27<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on February 25, 2022**

**Ref: BSE: 532708; NSE: GVKPIL.**

In terms of the General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as ‘MCA Circulars’) issued by the Ministry of Corporate Affairs (“MCA”) and in compliance with the with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 27<sup>th</sup> AGM of the Company was held on Friday, February 25, 2022 at 11. 30 AM (IST) via two-way Video Conference / Other Audio Visual Means, to transact the business as stated in the Notice dated December 28, 2021, convening the AGM. In this regard, please find enclosed the following:

1. Voting Results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure A.**
2. Report of the Scrutinizer dated February 25, 2022, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure B.**
3. The above are also available on the Company's website at <https://www.gvk.com> under General Meetings Tab and on the website of KFinTech at [www.Kfintech.com](http://www.Kfintech.com)

We request you to kindly take the same on record.

Yours Sincerely  
**For GVK Power & Infrastructure Limited**

**P V Rama Seshu**  
**Vice President & Company Secretary**



# ANNEXURE-A

Date of the Annual General Meeting	GVK POWER & INFRASTRUCTURE LTD
Total number of shareholders on record date	25-02-2022
No. of shareholders present in the meeting either in Promoters and Promoter Group:	277976
Public:	Not Applicable
No. of Shareholders attended the meeting through Promoters and Promoter Group:	Not Applicable
Public:	3
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Resolution No.	1	ORDINARY - Adoption of Audited financial statements (Standalone Consolidated) for the year ended 31.03.2021.										
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	Invalid votes			
Promoter and Promoter Group	E-Voting	85,67,29,340	85,67,29,340	100.0000	85,67,29,340	0	100.0000	0.0000	0			
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0			
	Postal Ballot (if applicable)	85,67,29,340	0	0.0000	0	0	0.0000	0.0000	0			
Public- Institutions	Total		85,67,29,340	100.0000	85,67,29,340	0	100.0000	0.0000	0			
	E-Voting		42,29,488	39.6432	0	42,29,488	0.0000	100.0000	0			
	Poll	1,06,68,888	0	0.0000	0	0	0.0000	0.0000	0			
Public- Non Institutions	Postal Ballot (if applicable)		42,29,488	0.0000	0	0	0.0000	0.0000	0			
	Total		87,19,703	1.2250	75,21,458	11,98,245	86.2581	13.7418	0			
	E-Voting		5,350	0.0008	4,350	1,000	81.3084	18.6915	0			
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0			
	Total		87,25,053	1.2258	75,25,808	11,99,245	86.2552	13.7448	0			
	E-Voting		86,96,83,881	55.0708	86,42,55,148	54,28,733	99.3758	0.6242	0			
Total		1,57,92,10,400										

The above Ordinary Resolution was passed with requisite majority



Resolution No.	2								
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	Invalid votes
Promoter and Promoter Group	E-Voting		85,67,29,340	100.0000	85,67,29,340	0	100.0000	0.0000	0
	Poll	85,67,29,340	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000	0
Public- Institutions	Total		85,67,29,340	100.0000	85,67,29,340	0	100.0000	0.0000	0
	E-Voting		42,29,488	39.6432	0	42,29,488	0.0000	100.0000	0
	Poll	1,06,68,888	0	0.0000	0	0	0.0000	0.0000	0
Public- Non Institutions	Postal Ballot (if applicable)		42,29,488	0.0000	0	0	0.0000	0.0000	0
	Total		87,15,615	1.2244	70,06,672	17,08,943	80.3921	19.6078	0
	E-Voting		5,350	0.0008	4,350	1,000	81.3084	18.6915	0
Public- Non Institutions	Poll	71,18,12,172	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		87,20,965	1.2252	70,11,022	17,09,943	80.3927	19.6073	0
	Total		86,96,79,793	55.0705	86,37,40,362	59,39,431	99.3171	0.6829	0
Total		1,57,92,10,400							

The above agenda item was chaired by Mr Anil Kumar Reddy, Independent Director and the above Ordinary resolution is passed with requisite majority



Resolution No. RESOLUTION	3	ORDINARY - Appointment of M/s. T R Chadha Co LLP, Chartered Accountants (Membership No Reg. No 006711N/N500028) as Statutory Auditors									
Whether promoter/promoter group are interested in the agenda/resolution?	No	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	Invalid votes		
Category	Mode of Voting										
	E-Voting	85,67,29,340	85,67,29,340	100.0000	85,67,29,340	0	100.0000	0.0000	0		
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0		
Promoter and Promoter Group	Postal Ballot (if applicable)	85,67,29,340	0	0.0000	0	0	0.0000	0.0000	0		
	Total	85,67,29,340	85,67,29,340	100.0000	85,67,29,340	0	100.0000	0.0000	0		
	E-Voting	42,29,488	42,29,488	39.6432	42,29,488	0	100.0000	0.0000	0		
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0		
Public-Institutions	Postal Ballot (if applicable)	1,06,68,888	0	0.0000	0	0	0.0000	0.0000	0		
	Total	42,29,488	42,29,488	39.6432	42,29,488	0	100.0000	0.0000	0		
	E-Voting	84,83,262	84,83,262	1.1918	71,45,417	13,37,845	84.2295	15.7704	0		
	Poll	5,350	5,350	0.0008	4,350	1,000	81.3084	18.6915	0		
Public- Non Institutions	Postal Ballot (if applicable)	71,18,12,172	0	0.0000	0	0	0.0000	0.0000	0		
	Total	84,88,612	84,88,612	1.1926	71,49,767	13,38,845	84.2278	15.7722	0		
	Total	86,94,47,440	86,94,47,440	55.0558	86,81,08,595	13,38,845	99.8460	0.1540	0		

The above Ordinary Resolution was passed with requisite majority



Resolution No.	SPECIAL - Appointment of Mr. Ilyas Ghulam Hussain Ghouse (DIN07480760) as Independent Director of the Company									
Whether promoter/promoter group are interested in the agenda/resolution?	No									
Category	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	Invalid votes		
Promoter and Promoter Group	E-Voting	85,67,29,340	100.0000	85,67,29,340	0	100.0000	0.0000	0		
	Poll	0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot (if applicable)	85,67,29,340	0	0.0000	0	0.0000	0.0000	0		
	<b>Total</b>	<b>85,67,29,340</b>	<b>100.0000</b>	<b>85,67,29,340</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public-Institutions	E-Voting	42,29,488	39.6432	42,29,488	0	100.0000	0.0000	0		
	Poll	0	0.0000	0	0	0.0000	0.0000	0		
	Postal Ballot (if applicable)	1,06,68,888	0	0.0000	0	0.0000	0.0000	0		
	<b>Total</b>	<b>42,29,488</b>	<b>39.6432</b>	<b>42,29,488</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>		
Public- Non Institutions	E-Voting	83,49,127	1.1729	68,85,621	14,63,506	82.4711	17.5288	0		
	Poll	5,350	0.0008	4,350	1,000	81.3084	18.6915	0		
	Postal Ballot (if applicable)	71,18,12,172	0	0.0000	0	0.0000	0.0000	0		
	<b>Total</b>	<b>83,54,477</b>	<b>1.1737</b>	<b>68,89,971</b>	<b>14,64,506</b>	<b>82.4704</b>	<b>17.5296</b>	<b>0</b>		
	<b>Total</b>	<b>86,93,13,305</b>	<b>55.0473</b>	<b>86,78,48,799</b>	<b>14,64,506</b>	<b>99.8315</b>	<b>0.1685</b>	<b>0</b>		

The above Special Resolution is passed with requisite majority





# NARENDER & ASSOCIATES

Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038

Off: 040-40159831, 23730801, E-mail: narenderg99@gmail.com

## Report of Scrutinizer

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

To  
The Chairman  
GVK Power & Infrastructure Limited  
Paigah House, 156-159,  
Sardar Patel Road,  
Secunderabad-500003.

**Sub:** Report of the Scrutinizer

**Ref:** E-voting for the 27<sup>th</sup> Annual General Meeting (AGM) of GVK Power & Infrastructure Limited.

Dear Sir,

I, Gandhari Narender, Proprietor of Narender & Associates, Company Secretaries having its office at 403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad – 500038, Telangana, India, was appointed as the Scrutinizer for M/s. GVK Power & Infrastructure Limited (“the Company”). In view of the continuing COVID-19 pandemic and restrictions/issues, the Ministry of Corporate Affairs (“MCA”) vide its Circular No.14/2020 dated 08.04.2020, Circular No.17/2020 dated 13.04.2020 and Circular No.20/2020 dated 05.05.2020 and SEBI vide its Circular No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 prescribed the procedure and manner of conducting Annual General Meeting (AGM) of the Members through Video Conference (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at the venue. 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 the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the Resolutions placed before the 27<sup>th</sup> Annual General Meeting of the members of the company, held on Friday, 25<sup>th</sup> February, 2022 at 11.30 A.M., through Video Conferencing (V/C) or Other Audio Visual Means (OAVM) at Paigah House, 156-159, Sardar Patel Road, Secunderabad – 500003.

1. The company has availed e-voting facility from M/s. KFin Technologies Pvt Ltd (“e-voting facilitator”) for enabling the shareholders to cast their votes electronically. E-Voting process is conducted under my supervision.



2. The e-voting period remained open from 9.00 A.M. on 22<sup>nd</sup> February, 2022 till 5.00 PM. on 24<sup>th</sup> February, 2022.
3. The Shareholders holding shares as on the “cut off” date i.e. 18<sup>th</sup> day of February, 2022 were entitled to vote on the proposed resolutions as set out in the Notice of 27<sup>th</sup> Annual General Meeting of the Company.
4. The remote votes were unblocked on 24<sup>th</sup> February, 2022 around 5.00 P.M and E-Voting facility was kept open during the AGM upto 1.00 PM to facilitate the members who have attended the AGM to cast their vote, if not already voted.
5. Thereafter the details, containing inter-alia the list of equity shareholders who voted “For” and “Against” were downloaded from the e-voting website of KFin Technologies Pvt Ltd [<https://evoting.kfintech.com/>] and reconciled with the records maintained by the Registrar and Transfer Agents of the company together with authorizations/ proxies lodged with the company.
6. Based on the data downloaded from the official e-voting website of the e-Voting facilitator and the e-voting conducted during the Annual General Meeting, I now submit Scrutinizer’s report (of e-voting) as under:

**1. Resolution 1 - Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended 31.03.2021.**

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

Particulars	Number of Members voted	Number of votes cast in Favour of resolution	% of total number of valid votes cast
E-Voting	319	86,42,55,148	99.3758
<b>Total</b>	<b>319</b>	<b>86,42,55,148</b>	<b>99.3758</b>

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

Particulars	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-Voting	39	54,28,733	0.6242
<b>Total</b>	<b>39</b>	<b>54,28,733</b>	<b>0.6242</b>

**(iii) Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
NIL	NIL



2. Resolution 2 – Re - appointment of Mr. G V Sanjay Reddy (DIN: 00005282) as a Director retiring by rotation.

(i) Voted in favour of the Resolution:

Particulars	Number of Members voted	Number of votes cast in Favour of resolution	% of total number of valid votes cast
E-Voting	283	86,37,40,362	99.3171
<b>Total</b>	<b>283</b>	<b>86,37,40,362</b>	<b>99.3171</b>

(ii) Voted against the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-Voting	76	59,39,431	0.6829
<b>Total</b>	<b>76</b>	<b>59,39,431</b>	<b>0.6829</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
NIL	NIL

3. Appointment of M/s. T R Chadha & Co LLP, Chartered Accountants (Membership No: Reg. No: 006711N/N500028) as Statutory Auditors.

(i) Voted in favour of the Resolution:

Particulars	Number of Members voted	Number of votes cast in Favour of resolution	% of total number of valid votes cast
E-Voting	311	86,81,08,595	99.846
<b>Total</b>	<b>311</b>	<b>86,81,08,595</b>	<b>99.846</b>

(ii) Voted against the Resolution:

Particulars	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-Voting	46	13,38,845	0.154
<b>Total</b>	<b>46</b>	<b>13,38,845</b>	<b>0.154</b>





(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
NIL	NIL

**4. Appointment of Mr. Ilyas Ghulam Hussain Ghouse (DIN: 07480760) as Independent Director of the Company.**

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

Particulars	Number of Members voted	Number of votes cast in Favour of resolution	% of total number of valid votes cast
E-Voting	290	86,78,48,799	99.8315
<b>Total</b>	<b>290</b>	<b>86,78,48,799</b>	<b>99.8315</b>

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

Particulars	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-Voting	66	14,64,506	0.1685
<b>Total</b>	<b>66</b>	<b>14,64,506</b>	<b>0.1685</b>

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
NIL	NIL

The Register and all other relevant records relating to electronic voting will be handed over to Vice-President & Company Secretary of the company immediately after approval and signing of the Minutes, for safe keeping.

Place: Hyderabad  
Date: 25.02.2022  
UDIN: F004898C002712671



for **NARENDER & ASSOCIATES**

Company Secretaries

**G NARENDER**

Proprietor

FCS:4898; CoP:5024