

14th August, 2015



Bombay Stock Exchange Limited
PJ Towers
Dalal street
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Ex bandra East
Mumbai 400 051

Dear Sirs,

Sub: Clause 35A of the Listing Agreement with Stock Exchanges – Voting results of 21st Annual General Meeting (AGM)

In accordance with the Clause 35A of the Listing Agreement, we write to inform you that the Members of the Company at their 21st AGM held on August 13, 2015 transacted the businesses as stated in the notice dated May 16, 2015.

In this connection, we hereby enclose the consolidated results of remote e voting and ballot at the meeting in the format prescribed under **Clause 35A** together with **Scrutinizer's Report**.

The following is the summary of attendance at the AGM

S.No.	Description	Particulars		
A	Date of the AGM	August 13, 2015		
B	Book-closure date	August 10, 2014 to August 13, 2015 (both days inclusive)		
C	Total No of Shareholders as on cut-off date i.e: 6 th August,2015	2,90,563		
D	No. of shareholders present in the meeting either in person or through proxy			
	Shareholders	In person	Proxy	Total
	Promoters and promoter group	10	0	10
	Public	313	3	316
	Total	323	3	326
E	No. of shareholders attended the meeting through Video Conferencing			
	Shareholders	In person	Proxy	Total
	Promoters and promoter group	NA	NA	NA
	Public	NA	NA	NA
	Total	NA	NA	NA

This is for your information please.

Thanks & regards,

For GVK Power & Infrastructure Ltd

P V Rama Seshu
AVP & Company Secretary



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Secunderabad 500 003, Telangana, India
T+91 40 2790 2663/64 F+91 40 2790 2665
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CIN : L74999AP2005PLC059013

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GVK Power & Infrastructure Ltd

Summary of voting (remote e-voting and Ballot) results of 21st Annual General Meeting

	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
Resolution No:1	Promoter and Promoter group	85,67,29,340	85,67,29,340	100	85,67,29,340	0	100.00	0.00
Adoption of Audited financial statements for the year ended 31-03-2015	Public-Institutional holders	21,97,87,279	15,73,56,633	71.5950	14,87,04,159	86,52,474	94.5013	5.4986
	Public-others	50,26,93,781	2,00,032	0.0398	1,96,974	3,058	98.4712	1.5287
	Total	157,92,10,400	101,42,86,005	64.2274	100,56,30,473	86,55,532	99.1466	0.8534
Resolution No:2	Promoter and Promoter group	85,67,29,340	85,67,29,340	100	85,67,29,340	0	100.00	0.00
Appointment of Mr. G V Sanjay Reddy as a director retiring by rotation	Public-Institutional holders	21,97,87,279	15,73,56,633	71.5950	15,73,56,633	0	100.00	0.00
	Public-others	50,26,93,781	1,99,069	0.0396	1,94,313	4,756	97.6108	2.3891
	Total	157,92,10,400	101,42,85,042	64.2274	101,42,80,286	4,756	99.9995	0.0005
Resolution No:3	Promoter and Promoter group	85,67,29,340	85,67,29,340	100	85,67,29,340	0	100.00	0.00
Re-appointment of M/s S R Batliboi LLP, Chartered Accountants as Statutory Auditors	Public-Institutional holders	21,97,87,279	15,73,56,633	71.5950	15,73,56,633	0	100.00	0.00
	Public-others	50,26,93,781	2,00,073	0.0398	1,96,381	3,692	98.1546	1.8453
	Total	157,92,10,400	101,42,86,046	64.2274	101,42,82,354	3,692	99.9996	0.0004
Resolution No:4	Promoter and Promoter group	85,67,29,340	85,67,29,340	100.00	85,67,29,340	0	100.00	0.00
Appointment of Mr. K Balarama Reddi as an Independent Director upto 12 th February,2020	Public-Institutional holders	21,97,87,279	15,73,56,633	71.5950	15,73,56,633	0	100.00	0.00
	Public-others	50,26,93,781	1,99,931	0.0398	1,94,818	5,113	97.4426	2.5573
	Total	157,92,10,400	101,42,85,904	64.2274	101,42,80,791	5,113	99.9995	0.0005



	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
Resolution No:5	Promoter and Promoter group	85,67,29,340	85,67,29,340	100	85,67,29,340	0	100.00	0.00
Appointment of Mrs Santha K John as in Independent Director upto 30 th March,2020	Public-Institutional holders	21,97,87,279	15,73,56,633	71.5950	15,73,56,633	0	100.00	0.00
	Public-others	50,26,93,781	1,98,572	0.0395	1,91,699	6,873	96.5387	3.4612
	Total	157,92,10,400	101,42,84,545	64.2273	101,42,77,672	6,873	99.9993	0.0007
Resolution No:6	Promoter and Promoter group	85,67,29,340	85,67,29,340	100	85,67,29,340	0	100.00	0.00
Appointment of Mr Ch G Krishna Murthy as in Independent Director upto 12 th February,2020	Public-Institutional holders	21,97,87,279	15,73,56,633	71.5950	15,73,56,633	0	100.00	0.00
	Public-others	50,26,93,781	1,98,643	0.0395	1,93,380	5,263	97.3505	2.6494
	Total	157,92,10,400	101,42,84,616	64.2273	101,42,79,353	5,263	99.9995	0.0005
Resolution No:7	Promoter and Promoter group	85,67,29,340	85,67,29,340	100	85,67,29,340	0	100.00	0.00
Appointment of Mr.S Balasubramanian as an Independent directot upto 12 th February,2020	Public-Institutional holders	21,97,87,279	15,73,56,633	71.595	15,73,56,633	0	100.00	0.00
	Public-others	50,26,93,781	2,00,032	0.0398	1,93,867	6,165	96.9179	3.082
	Total	157,92,10,400	101,42,86,005	64.2274	101,42,79,840	6,165	99.9994	0.0006
Resolution No:8	Promoter and Promoter group	85,67,29,340	85,67,29,340	100	85,67,29,340	0	100.00	0.00
Further issue of equity shares under Sec 62 of the Companies Act,2013	Public-Institutional holders	21,97,87,279	15,73,56,633	71.595	1,88,81,909	13,84,74,724	11.9994	88.0005
	Public-others	50,26,93,781	2,00,070	0.0398	1,91,793	8,277	95.8629	4.137
	Total	1,57,92,10,400	101,42,86,043	64.2274	87,58,03,042	13,84,83,001	86.3468	13.6532

For GVK Power & Infrastructure Ltd


P V Rama Seshu
AVP & Company Secretary







NARENDER & ASSOCIATES

Company Secretaries

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

COMBINED SCRUTINIZER'S REPORT ON EVOTING & BALLOT

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

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

Sub: Scrutinizer's Report on voting for the 21st Annual General meeting (AGM)

Dear Sir,

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

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



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

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

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

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

(ii) Voted "against" the Resolution:

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



(iii) Invalid Votes:

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

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

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

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

(ii) Voted "against" the Resolution:

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

(iii) Invalid Votes:

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



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

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

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

(ii) Voted “against” the Resolution:

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

(iii) Invalid Votes:

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

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

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

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



(ii) Voted "against" the Resolution:

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

(iii) Invalid Votes:

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

5 RESOLUTION 5 - APPOINTMENT OF MRS. SANTHA K JOHN AS AN INDEPENDENT DIRECTOR UPTO 30TH MARCH 2020.

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

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

(ii) Voted "against" the Resolution:

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



(iii) Invalid Votes:

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

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

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

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

(ii) Voted "against" the Resolution:

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

(iii) Invalid Votes:

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



7 RESOLUTION 7 - APPOINTMENT OF MR. S BALA SUBRAMANIAN AS AN INDEPENDENT DIRECTOR UPTO 12TH FEBRUARY 2020.

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

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

(ii) Voted "against" the Resolution:

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

(iii) Invalid Votes:

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

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

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

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



(ii) Voted "against" the Resolution:

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

(iii) Invalid Votes:

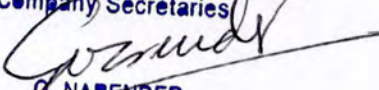
Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Ballot	Number of votes cast by Ballot	Total Number of members voted through e-voting and by Ballot	Total Number of votes cast by e-voting & by Ballot
1	140	1	33	2	173

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

Place: Hyderabad
Date: 14.08.2015



For NARENDER & ASSOCIATES
Company Secretaries


G. NARENDER
Proprietor
FCS-4898, CoP-5024

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

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

