

# ADANI POWER LIMITED

## Details of Voting Results – 19<sup>th</sup> Annual General Meeting held on 11<sup>th</sup> August, 2015

1.	Date of the AGM/EGM	11 <sup>th</sup> August, 2015
2.	Total number of shareholders on record date	379487
3	No. of shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>	2 132
4	No. of shareholders attended the meeting through video conferencing <ul style="list-style-type: none"> <li>• Promoters and Promoter Group</li> <li>• Public</li> </ul>	Not arranged

### Agenda-wise

**Resolution / Agenda wise details of voting (including votes cast by physical ballots and e-voting process) are as under:**

#### **Resolution No. 1:**

Ordinary Resolution for Adoption of audited financial statements (including consolidated financial statements) for the financial year ended March 31, 2015.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	1706565062	1705029596	99.91	1705029596	0	100.00	0.00
Public- Institutional holders	641135039	410313955	63.99	409478038	835917	99.80	0.20
Public-Others	588138840	475462	0.08	460411	15051	96.83	3.17
<b>Total</b>	<b>2935838941</b>	<b>2115819013</b>	<b>72.07</b>	<b>2114968045</b>	<b>850968</b>	<b>99.96</b>	<b>0.04</b>



# ADANI POWER LIMITED

## Resolution No. 2:

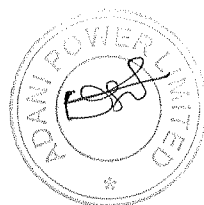
Ordinary Resolution for Re-appointment of Mr. Rajesh S. Adani (DIN: 00006322) as a Director of the Company who retires by rotation.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	1706565062	1705029596	99.91	1705029596	0	100.00	0.00
Public- Institutional holders	641135039	411482047	64.18	405170598	6311449	98.47	1.53
Public-Others	588138840	475239	0.08	454054	21185	95.54	4.46
Total	2935838941	2116986882	72.11	2110654248	6332634	99.70	0.30

## Resolution No. 3:

Ordinary Resolution for Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.

Promoter/ Public	No. of shares held	No. of votes polled	% of Votes Polled on outstand- ing shares (3)=[(2)/ (1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
	(1)	(2)		(4)	(5)		
Promoter and Promoter Group	1706565062	1705029596	99.91	1705029596	0	100.00	0.00
Public- Institutional holders	641135039	411482047	64.18	411482047	0	100.00	0.00
Public-Others	588138840	475539	0.08	459628	15911	96.65	3.35
Total	2935838941	2116987182	72.11	2116971271	15911	100.00	0.00



# ADANI POWER LIMITED

## Resolution No. 4:

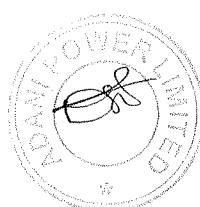
Ordinary Resolution for Appointment of Ms. Nandita Vohra (DIN: 06962408) as an Independent Director of the Company.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1706565062	1705029596	99.91	1705029596	0	100.00	0.00
Public- Institutional holders	641135039	411482047	64.18	411482047	0	100.00	0.00
Public-Others	588138840	472199	0.08	454084	18115	96.16	3.84
Total	2935838941	2116983842	72.11	2116965727	18115	100.00	0.00

## Resolution No. 5:

Special Resolution for Re-Appointment of Mr. Vneet S Jaain (DIN: 00053906) as an Executive Director of the Company for a period of three years.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1706565062	1705029596	99.91	1705029596	0	100.00	0.00
Public- Institutional holders	641135039	411482047	64.18	411482047	0	100.00	0.00
Public-Others	588138840	475168	0.08	455004	20164	95.76	4.24
Total	2935838941	2116986811	72.11	2116966647	20164	100.00	0.00



# ADANI POWER LIMITED

## Resolution No. 6:

Ordinary Resolution for Appointment of Mr. Raminder Singh Gujral (DIN: 07175393) as an Independent Director of the Company.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1706565062	1705029596	99.91	1705029596	0	100.00	0.00
Public- Institutional holders	641135039	411482047	64.18	411482047	0	100.00	0.00
Public-Others	588138840	475168	0.08	460203	14965	96.85	3.15
Total	2935838941	2116986811	72.11	2116971846	14965	100.00	0.00

## Resolution No. 7:

Special Resolution for Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 10,000 Crores.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1706565062	1705029596	99.91	1705029596	0	100.00	0
Public- Institutional holders	641135039	400832171	62.52	325645072	75187099	81.24	18.76
Public-Others	588138840	475168	0.08	458239	16929	96.44	3.56
Total	2935838941	2106336935	71.75	2031132907	75204028	96.43	3.57



# ADANI POWER LIMITED

## Resolution No. 8:

Special Resolution for Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1706565062	1705029596	99.91	1705029596	0	100.00	0.00
Public- Institutional holders	641135039	400143157	62.41	397785215	2357942	99.41	0.59
Public-Others	588138840	475168	0.08	455969	19199	95.96	4.04
Total	2935838941	2105647921	71.72	2103270780	2377141	99.89	0.11

## Resolution No. 9:

Special Resolution for Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31 March, 2015.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1706565062	0 <i>Abstained</i>	0.00	0	0	0.00	0.00
Public- Institutional holders	641135039	411482047	64.18	354606143	56875904	86.18	13.82
Public-Others	588138840	474818	0.08	452271	22547	95.25	4.75
Total	2935838941	411956865	14.03	355058414	56898451	86.19	13.81



# ADANI POWER LIMITED

## Resolution No. 10:

Special Resolution for Approval for investments in other bodies corporate under Section 186 of the Companies Act, 2013.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1706565062	1705029596	99.91	1705029596	0	100.00	0.00
Public- Institutional holders	641135039	411482047	64.18	325645072	85836975	79.14	20.86
Public-Others	588138840	475539	0.08	456257	19282	95.95	4.05
Total	2935838941	2116987182	72.12	2031130925	85856257	95.94	4.06

## Resolution No. 11:

Special Resolution for Approval for increasing the FII/FPIs limit to 40% of the paid-up share capital of the Company.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1706565062	1705029596	99.91	1705029596	0	100.00	0
Public- Institutional holders	641135039	411482047	64.18	411482047	0	100.00	0
Public-Others	588138840	475539	0.08	459462	16077	96.62	3.38
Total	2935838941	2116987182	72.11	2116971105	16077	100.00	0.00

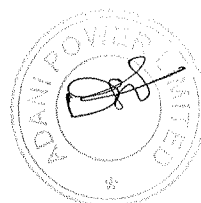


# ADANI POWER LIMITED

## Resolution No. 12:

Ordinary Resolution for Ratification of the Remuneration of the Cost Auditors.

Promoter/ Public	No. of shares held  (1)	No. of votes polled  (2)	% of Votes Polled on outstand- ing 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	1706565062	1705029596	99.91	1705029596	0	100.00	0.00
Public- Institutional holders	641135039	411482047	64.18	411482047	0	100.00	0.00
Public-Others	588138840	475539	0.08	458454	17085	96.41	3.59
Total	2935838941	2116987182	72.11	2116970097	17085	100.00	0.00





## CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,

S.M. Road, Satellite, Ahmedabad - 380 015.

Ph.: 079- 40020304 / 40020305

E-mail : chi118\_min@yahoo.com

### Scrutinizers' 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  
19<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**Adani Power Limited**  
Held on 11<sup>th</sup> day of August, 2015 at 10.30 a.m.  
At J.B. Auditorium, Ahmedabad Management Association,  
AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg,  
Ahmedabad - 380 015

Dear Sir,

I, Chirag Shah, Proprietor of M/s. Chirag Shah & Associates, Company Secretaries, having office at 808, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad-380015 have been appointed as Scrutinizer of Adani Power Limited ("the Company") 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 the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Adani Power Limited, held on 11<sup>th</sup> day of August, 2015 at 10.30 a.m. at "J.B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015." I submit my report as under:

1. The e-voting period remained open from Friday, 7<sup>th</sup> August, 2015 at 9.00 a.m. to Monday, 10<sup>th</sup> August, 2015 at 5.00 p.m.
2. The shareholders holding shares as on the "cut off" date i.e. 4<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions (Items No. 1 to 12 noon as set out in the Notice of the 19<sup>th</sup> AGM of the Adani Power Limited).
3. The votes were unblocked on 11<sup>th</sup> August, 2015 around 12:00 p.m. in the presence of two witnesses, Mr. Meet Shah and Mr. Dhruvil Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Mr. Meet Shah

  
Name: Mr. Dhruvil Shah





4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://evotingindia.co.in>).

5. The results of the e-voting are as under:

**a) Resolution No. 1:**

**Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2015:**

i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
235	2035988010	99.96

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
9	850968	0.04

iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
1	77

**b) Resolution No. 2:**

**Re-appointment of Mr. Rajesh S. Adani as a Director of the Company who retires by rotation:**

i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
202	2031674263	99.69

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
42	6332584	0.31



iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
1	300

c) **Resolution No. 3:**

**Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration:**

i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
232	2037991236	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
13	15911	0.00

iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
0	0

d) **Resolution No. 4:**

**Appointment of Ms. Nandita Vohra as an Independent Director of the Company:**

i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
233	2037985692	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
11	18115	0.00



iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
1	3340

e) **Resolution No. 5:**

**Re-Appointment of Mr. Vneet S Jaain as an Executive Director of the Company for a period of three years**

i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
230	2037986676	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
14	20100	0.00

iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
1	371

f) **Resolution No. 6:**

**Appointment of Mr. Raminder Singh Gujral (DIN: 07175393) as an Independent Director of the Company:**

i) Voted in **favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
235	2037991861	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
9	14915	0.00



iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
1	371

**g) Resolution No. 7:**

**Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 10,000 Crores:**

i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
125	1952152936	96.29

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
117	75203964	3.71

iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
3	10650247

**h) Resolution No. 8:**

**Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis:**

i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
207	2024290745	99.88

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
32	2377141	0.12



iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
6	11339261

i) **Resolution No. 9:**

**Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31 March, 2015:**

i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
131	353815644	86.15

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
106	56898387	13.85

iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
8	1627293116

j) **Resolution No. 10:**

**Approval for investments in other bodies corporate under Section 186 of the Companies Act, 2013:**

i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
124	1952150890	95.79

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
121	85856257	4.21



iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
0	0

k) **Resolution No. 11:**

**Approval for increasing the FII's/FPI's limit to 40% of the paid-up share capital of the Company:**

i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
229	2037991070	100.00

ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
16	16077	0.00

iii) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
0	0

l) **Resolution No. 12:**

**Ratification of the Remuneration of the Cost Auditors:**

iv) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted
230	2037990126	100.00

v) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted
15	17021	0.00



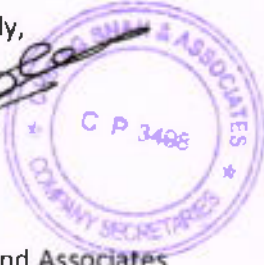

vi) No of members who have **Abstained** from voting:

Total number of members whose votes were abstained	Total number of votes
0	0

6. 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 for safe keeping.

Thanking you,

Yours faithfully,



**Chirag Shah**  
Proprietor  
Chirag Shah and Associates  
Company Secretaries  
COP: 3498  
Membership: FCS 5545

Place: Ahmedabad

Date: 11.08.2015



## CHIRAG SHAH & ASSOCIATES

Company Secretaries

808, Shiromani Complex, Opp. Ocean Park,

S.M. Road, Satellite, Ahmedabad - 380 015.

Ph.: 079- 40020304 / 40020305

E-mail : chi118\_min@yahoo.com

### **Form No. MGT-13 Report of Scrutinizer**

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

To,  
The Chairman,  
Adani Power Limited

**The 19<sup>th</sup> Annual General Meeting of the members of Adani Power Limited (the Company) held on Tuesday, 11<sup>th</sup> August, 2015 at 10.30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015.**

Dear Sir,

I, **Chirag Shah, Practising Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of Adani Power Limited held on Tuesday, 11<sup>th</sup> August, 2015 at 10.30 a.m. at J. B. Auditorium, Ahmedabad Management Association, AMA Complex, ATIRA, Dr. Vikram Sarabhai Marg, Ahmedabad - 380 015, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll is as under:





**Item No. 1 - Ordinary Resolution****Adoption of audited financial statements (including consolidated financial statements) for the financial year ended 31<sup>st</sup> March, 2015:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
42	78980035	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679

**Item No. 2 - Ordinary Resolution****Re-appointment of Mr. Rajesh S. Adani as a Director of the Company who retires by rotation:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
41	78979985	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	50	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679



**Item No. 3 - Ordinary Resolution****Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
42	78980035	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679

**Item No. 4 - Ordinary Resolution****Appointment of Ms. Nandita Vohra as an Independent Director of the Company:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
42	78980035	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679



### Item No. 5 – Special Resolution

#### Re-Appointment of Mr. Vneet S Jaain as an Executive Director of the Company for a period of three years:

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
41	78979971	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	64	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679

### Item No. 6 - Ordinary Resolution

#### Appointment of Mr. Raminder Singh Gujral as an Independent Director of the Company

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
41	78979985	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	50	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679



**Item No. 7- Special Resolution****Approval of offer or invitation to subscribe to Securities for an amount not exceeding Rs. 10,000 Crores:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
41	78979971	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	64	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679

**Item No. 8 - Special Resolution****Approval of offer or invitation to subscribe to Non-Convertible Debentures on private placement basis:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
42	78980035	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679



### Item No. 9 - Special Resolution

Approval/ratification of material related party transactions entered into by the Company during the financial year ended 31 March, 2015:

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
41	1242770	99.99

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	64	0.01

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679

### Item No. 10 - Special Resolution

Approval for investments in other bodies corporate under Section 186 of the Companies Act, 2013:

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
42	78980035	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679



**Item No. 11 - Special Resolution****Approval for increasing the FIIs/FPIs limit to 40% of the paid-up share capital of the Company:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
42	78980035	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679

**Item No. 12 - Ordinary Resolution****Ratification of the Remuneration of the Cost Auditors:**

(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
41	78979971	100.00

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	64	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
21	14679



5. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

Thanking you,  
Yours Faithfully,



**Scrutinizer**

**Name: Chirag Shah**

**Practicing Company Secretary**

**FCS: 5545; CP: 3498**

Place: Ahmedabad

Date: 11/08/2015