

April 07, 2014

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 Sirs,

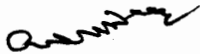
Sub: Proceedings of the Extraordinary General Meeting of GMR Infrastructure Limited
Ref: Clause 31(d) of the Listing Agreement

Please find enclosed copy of the proceedings of the Extraordinary General Meeting of GMR Infrastructure Limited held on March 20, 2014.

This is for your information and records.

Thanking you,

Yours faithfully,
For GMR Infrastructure Limited



C.P. Sounderarajan
Company Secretary & Compliance Officer

Encl: as above

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF GMR INFRASTRUCTURE LIMITED HELD ON THURSDAY, MARCH 20, 2014 AT 11.00 A.M. AT CONVENTION CENTRE, NIMHANS, HOSUR ROAD, BANGALORE - 560 029.

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PRESENT

Directors

Mr. G.M. Rao	- Executive Chairman
Mr. Grandhi Kiran Kumar	- Managing Director
Mr. G.B.S. Raju	- Group Director
Mr. B.V.N. Rao	- Group Director
Mr. O.B. Raju	- Director
Mr. K.V.V. Rao	- Director
Mr. N.C. Sarabeswaran	- Independent Director
Mr. S. Sandilya	- Independent Director
Mr. S. Rajagopal	- Independent Director
Mr. V. Santhanaraman	- Independent Director
Mr. C.R. Muralidharan	- Independent Director

Members

165 Members in person and 81 members by proxy

Auditors

Mr. Adarsh Ranka - M/s. S.R. Batliboi & Associates LLP

In attendance

Mr. Madhva Bhimacharya Terdal - Group CFO
Mr. C.P. Sounderarajan - Company Secretary
Senior Officials of the GMR Group

Chairman

Mr. G.M. Rao, Chairman, took the Chair and welcomed the members, proxies, invitees present at the meeting and conducted the proceedings of the meeting. Meeting commenced with a prayer by Ms. Savithri Seshagiri and Ms. Manasa Rayabhari.

The Chairman ascertained the presence of quorum from the Company Secretary and called the meeting to order as the required quorum was present. The Chairman informed the members that the proxies, statutory registers and records, as required under the law were available for inspection by the members, at the venue of the meeting.

The Chairman introduced the Directors present to the Members, giving a brief background of each Director.

The Chairman invited Mr. Madhva Bhimacharya Terdal, Group CFO to make a presentation on the items of business being considered for approval. Mr. Madhva Bhimacharya Terdal briefed the shareholders about the business developments in Airports, Energy, Urban Infrastructure and Highways sector. He explained about the items of business for approval of the shareholders viz. increase in authorized share capital, preferential allotment of



Compulsorily Convertible Preference Shares (CCPS) and Issue of Securities upto Rs. 2,500 Crore or equivalent thereof

With the consent of the members present, the notice of the meeting was taken as read.

The Chairman then took up the business mentioned in the notice seriatim.

1. Increase in Authorized Share Capital

Mr. D. Prabhu (DPID/Client ID: IN301774/13419866) proposed the following resolution as an Ordinary Resolution:

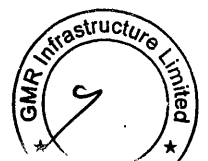
“RESOLVED THAT pursuant to the provisions of Sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or reenactment thereof) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, the Authorized Share Capital of the Company be increased from Rs. 750,00,00,000 (Rupees Seven Hundred Fifty Crore only) divided into 750,00,00,000 (Seven Hundred Fifty Crore only) equity shares of Re. 1/- (Rupee One only) each to Rs. 1950,00,00,000 (Rupees One Thousand Nine Hundred and Fifty Crore only) divided into 750,00,00,000 (Seven Hundred Fifty Crore only) equity shares of Re. 1/- (Rupee One only) each, 60,00,000 (Sixty Lakhs only) Series A Compulsorily Convertible Preference Shares of Rs. 1000/- (Rupees One Thousand only) each, and 60,00,000 (Sixty Lakhs only) Series B Compulsorily Convertible Preference Shares of Rs. 1000/- (Rupees One Thousand only) each, with power to the Board of Directors (**“Board”**) to issue new shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine.

RESOLVED FURTHER THAT, Clause V of the Memorandum of Association of the Company be and is hereby altered to read as follows:

V. The Authorised Share Capital of the Company is Rs. 1950,00,00,000 (Rupees One Thousand Nine Hundred and Fifty Crore only) divided into 750,00,00,000 (Seven Hundred Fifty Crore only) equity shares of Re. 1/- (Rupee One only) each, 60,00,000 (Sixty Lakhs only) Series A Compulsorily Convertible Preference Shares of Rs. 1000/- (Rupees One Thousand only) each, and 60,00,000 (Sixty Lakhs only) Series B Compulsorily Convertible Preference Shares of Rs. 1000/- (Rupees One Thousand only) each, with power to the Board of Directors (Board) to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions and restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges, conditions, or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”

Mr. Kamal Kishore (DPID/Client ID: 30700/1203070000031491) seconded the resolution.

Thereafter, the Chairman put the resolution to vote and on a show of hands, the Chairman declared that the same was passed unanimously.



2. Preferential allotment of Compulsorily Convertible Preference Shares (CCPS)

Mr. Suresh Chand Jain (DP ID/ Client ID: 51400/1205140000085968) proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 80 and 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), such of the provisions of the Companies Act, 2013 as are in force and applicable, the Foreign Exchange (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force) (**“FEMA 20”**), and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any statutory modification or re-enactment thereof for the time being in force) (**“ICDR Regulations”**), and subject to the approvals, consents, permissions and / or sanctions, as may be required from any appropriate authority, institution or body (hereinafter collectively referred to as “the appropriate authorities”) and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications (hereinafter referred to as “the requisite approvals”) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee duly constituted by the Board or any committee which the Board may have constituted or hereafter constitute, to exercise one or more of its powers including the powers conferred on the Board by this resolution), the consent of the Company, be and is hereby accorded to the Board to create, offer, issue, and allot: (A) 5,683,351 Compulsorily Convertible Preference Shares of face value Rs.1000/- each carrying a coupon of 0.001% per annum and having a term of 17 months from the date of allotment (**“Series A CCPS”**), each fully paid up, and (B) 5,683,353 Compulsorily Convertible Preference Shares of face value Rs.1000/- each carrying a coupon of 0.001% per annum and having a term of 18 months from the date of allotment (**“Series B CCPS”**), each fully paid up, by way of preferential allotment to the allottees mentioned below in the following manner:

- (i) 3,944,084 of Series A CCPS and 3,944,085 of Series B CCPS to Dunearn Investments (Mauritius) Pte Ltd, a company incorporated under the laws of Mauritius and having its registered office at Les Cascades, Edith Cavell Street, Port Louis, Mauritius, for a total consideration of Rs. 3,944,084,000 and Rs. 3,944,085,000 respectively;
- (ii) 209,550 of Series A CCPS and 209,550 of Series B CCPS to IDFC Limited, a company incorporated under the laws of India and having its registered office at KRM Tower, 8th Floor, No.1, Harrington Road, Chetpet, Chennai 600 031, for a total consideration of Rs. 209,550,000 and Rs. 209,550,000 respectively;
- (iii) 272,415 of Series A CCPS and 272,416 of Series B CCPS to GKFF Ventures, a company incorporated under the laws of Mauritius and having its registered office at IFS Court, Twenty Eight, Cybercity, Ebene, Mauritius for a total consideration of Rs. 272,415,000 and Rs. 272,416,000 respectively;
- (iv) 209,550 of Series A CCPS and 209,550 of Series B CCPS to Premier Edu-Infra Solutions Private Limited, a private company limited by shares, incorporated in India under the Companies Act, 1956, and having its registered office at Raj Classic, No.7/113, Dr. Rajkumar Road, Rajaji Nagar, Bangalore - 560010 for a total consideration of Rs. 209,550,000 and Rs. 209,550,000 respectively;



- (v) 1,047,752 of Series A CCPS and 1,047,752 of Series B CCPS to Skyron Eco Ventures Private Limited, a private company incorporated under the laws of India and having its registered office at No.70, 2nd and 3rd Floor, Grace Towers, Above Navnit Motors, Millers Road, Bangalore 560 052 for a total consideration of Rs. 1,047,752,000 and Rs. 1,047,752,000 respectively;

on such terms and conditions and in such manner as the Board may think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares upon conversion of the Series A CCPS at the expiration of 17 months in accordance with Chapter VII of the ICDR Regulations taking the "relevant date" as the date which is thirty days prior to the date on which the allottees become entitled to apply for conversion of the Series A CCPS to equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares upon conversion of the Series B CCPS at the expiration of 18 months in accordance with Regulation 76(1) of Chapter VII of the ICDR Regulations, taking the "relevant date" as the date which is thirty days prior to the date on which the allottees become entitled to apply for conversion of the Series B CCPS to equity shares.

RESOLVED FURTHER THAT the issue and allotment of the Series A CCPS and the Series B CCPS (together, the "CCPS") to the allottees shall be on the following terms and conditions:

- (a) The CCPS shall be allotted within a period of 15 days from the date of passing of this resolution, provided that if any approval or permissions by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.
- (b) The price of each equity share (including premium) to be issued in lieu of the CCPS will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of the ICDR Regulations on the basis of the relevant date being the date 30 days prior to the date on which the allottees become entitled to apply for equity shares. Subject to compliance with the foregoing requirement, the CCPS shall be converted into equity shares on the basis of the terms and conditions of the share subscription agreements dated February 21, 2014 entered into with the allottees.
- (c) The CCPS so offered and allotted to the allottees shall be in dematerialised form.
- (d) The equity shares that shall be issued to the allottees upon the conversion of the CCPS shall, subject to receipt of necessary approvals, be listed and traded on the National Stock Exchange of India Limited and the BSE Limited and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (e) The CCPS shall remain locked-in from such date and for such periods as specified under Chapter VII of the ICDR Regulations.

RESOLVED FURTHER THAT the equity shares allotted on conversion of CCPS in terms of this resolution shall rank *pari passu* in all respects including as to dividend, with the existing fully paid up equity shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable or expedient



to effect the issue or allotment of the aforesaid securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue and allotment of any of the said securities and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any director or directors or to any committee of directors or any other officer or officers of the Company to give effect to the aforesaid resolution.”

Mr. G.V. Ramachandra (DPID/Client ID: 33300/1203330000209868) seconded the resolution.

The queries raised and clarifications sought were responded to the satisfaction of the members by Mr. G.M. Rao, Chairman, Mr. Grandhi Kiran Kumar and Mr. Madhva Bhimacharya Terdal.

Thereafter, the Chairman put the resolution to vote and on a show of hands, the Chairman declared that the same was passed unanimously.

3. Issue of Securities up to Rs. 2,500 Crore or equivalent thereof

Mr. E. V. Venkatarama Gupta (DPID/Client ID: IN300095/10187983) proposed the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), such of the provisions of the Companies Act, 2013 as are in force and applicable (the Companies Act, 1956 together with Companies Act, 2013 referred to as “the Companies Act”) and the provisions of the Foreign Exchange Management Act, 1999, as amended (the “**FEMA**”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended (the “**FEMA Regulations**”), the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations 2004, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and subject to any required approval, consent, permission and / or sanction of the Ministry of Finance (Foreign Investment Promotion Board, Department of Economic Affairs), the Ministry of Commerce & Industry (Department of Industrial Policy & Promotion / Secretariat for Industrial Assistance), all other Ministries / Departments of the Government of India (“**Gol**”), the Reserve Bank of India (“**RBI**”), and the Securities and Exchange Board of India (“**SEBI**”) and / or any other competent authorities and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Gol, RBI, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with the stock exchanges on which the Company’s equity shares of face value Re. 1 each (“**Equity Shares**”) are listed and subject to necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any committee thereof), the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and



allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, global depository receipts ("**GDRs**"), American depository receipts ("**ADRs**"), foreign currency convertible bonds ("**FCCBs**"), non-convertible debentures with or without warrants, other financial instruments convertible into Equity Shares (including warrants or otherwise, in registered or bearer form), any security convertible into Equity Shares with or without voting / special rights, securities linked to Equity Shares and / or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, including the issue and allotment of Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as "**Securities**") or any combination of Securities, in one or more tranches, whether Indian rupee denominated or denominated in foreign currency, to any eligible person, as permitted under applicable law including qualified institutional buyers, foreign / Indian resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and/or multilateral financial institutions, foreign portfolio investors, mutual funds, non-resident Indians, stabilizing agents and/or any other categories of investors, whether they be holders of shares of the Company or not (collectively called the "**Investors**") whether or not such Investors are members of the Company as may be decided by the Board in their discretion and permitted under applicable laws and regulations, of an aggregate amount upto Rs. 2,500 Crore or equivalent thereof in one or more foreign currency and / or Indian rupees, inclusive of such premium as may be fixed on such Securities by offering the Securities in one or more countries through public issue(s) of prospectus, private placement(s), follow on offer or a combination thereof at such time or times, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest, etc., as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) either in foreign currency or equivalent Indian rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, the provisions of Chapter VIII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (the "**SEBI (ICDR) Regulations**"); and the provisions of the FEMA, the FEMA Regulations, the Board may at its absolute discretion, issue, offer and allot Equity Shares, fully convertible debentures, partly convertible debentures, non-convertible debentures with or without warrants or any securities which are convertible into or exchangeable with equity shares (collectively referred to as "**Securities**") of an aggregate amount upto Rs. 2,500 Crore or equivalent thereof in one or more foreign currency and / or Indian rupees inclusive of such premium, as specified above, to qualified institutional buyers (as defined by the SEBI (ICDR) Regulations) pursuant to a qualified institutional placement, as provided under Chapter VIII of the SEBI (ICDR) Regulations and such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of the shareholders resolution approving the proposed issue or such other time as may be allowed by the SEBI (ICDR) Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula of the aforementioned SEBI (ICDR) Regulations.



RESOLVED FURTHER THAT pursuant to Regulation 85(1) of the SEBI ICDR Regulations, the Board be and is hereby authorized to, at its absolute discretion, offer a discount of not more than 5% to the price calculated in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a. the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b. the relevant date for the determination of applicable price for the issue of the Securities shall be as per the regulations prescribed by SEBI, RBI, GoI through its various departments or any other regulator and the pricing of any Equity Shares issued upon the conversion of the Securities shall be made subject to and in compliance with the applicable rules and regulations and such price shall be subject to appropriate adjustments in the applicable rules/regulations/statutory provisions."

RESOLVED FURTHER THAT the issue to the holders of any Securities with underlying Equity Shares shall be, *inter alia*, subject to the following terms and conditions:

- a. in the event of the Company making a bonus issue by way of capitalization of its profits or reserves, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time, shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b. in the event of the Company making a rights offer by issue of Equity Shares, prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of such Securities at the relevant time may be increased in the same proportion as that of the rights offer and such additional Equity Shares may be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders if so determined by the Board in its absolute discretion; and
- c. in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval for the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted,



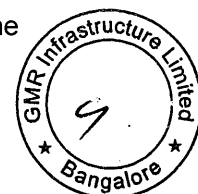
issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, redemption period, listings on one or more overseas stock exchanges, execution of various transaction documents, creation of mortgage/ charge in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any Securities as may be required either on *pari-passu* basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board or Management Committee or any other Committee thereof be and is hereby authorized to engage / appoint the Lead Managers, Legal Advisors, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *pari-passu* with the existing Equity Shares of the Company in all respects, except the right as to dividend which shall be as provided under the terms of the issue and in the offering documents.

RESOLVED FURTHER THAT subject to the applicable law, the Board be and is hereby authorized to form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Company Secretary / other persons authorized by the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Equity Shares including but not limited to:

- a. Approving the offer document and filing the same with any other authority or persons as may be required;
- b. Approving the specific nature and size of Security (in Indian rupees or such other foreign currency) to be offered, the issue price, the number of Securities to be allotted, the basis of allocation and allotment of Securities;
- c. To affix the Common Seal of the Company on any agreement(s) / document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company and any one of the above Authorised Persons, who shall sign the same in token thereof;
- d. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Equity Shares by the Company;
- e. Opening such bank accounts and demat accounts as may be required for the transaction;



- f. To do all such acts, deeds, matters and things and execute all such other documents and pay all such fees, as it may, in its absolute discretion, deem necessary or desirable for the purpose of the transactions;
- g. To make all such necessary applications with the appropriate authorities and make the necessary regulatory filings in this regard;
- h. Making applications for listing of the Equity Shares on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s); and
- i. To authorize or delegate all or any of the powers herein above conferred to any one or more persons, if need be."

Mr. S. Saravanan (DPID/Client ID: IN300610/10570972) seconded the resolution.

Thereafter, the Chairman put the resolution to vote and on a show of hands, the Chairman declared that the same was passed unanimously

As there was no other business to transact, Mr. Adiseshavataram Cherukupalli proposed a vote of thanks.

The Chairman thereafter declared the Meeting as closed.

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