



NARENDER & ASSOCIATES

Company Secretaries

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

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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

Darshak Chambers, Plot No 32, Ground Floor no. 1-8-303/48/32

Street no. 1 Penderghast Road Hyderabad TG 500003

Sub: Report of the Scrutinizer

Ref: E-voting for the 30th 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") for AGM held on 31/12/2024. In view of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 05, 2020, followed by General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") has allowed the Companies to conduct Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Further, MCA vide its General Circular no 2/2022 dated 5th May, 2022 and Circular No.09/2024 dated 19.09.2024, it has been decided to allow Companies whose AGM's are due in the year 2024 or 2025, to conduct their AGMs through Video Conference (VC) or Other Audio Visual Means (OAVM) on or before 30th September, 2025 in accordance with the requirements laid down as per the General Circular No.20/2020 dated 05.05.2020. The Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/ HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/DDHS/P/ CIR/2023/0164 dated October 07, 2023 (collectively referred to as "SEBI Circulars") has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode. In terms of the said Circulars, the 30th AGM of the Company was held through VC. Hence, Members attended and participated in the AGM through VC.



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 30th Annual General Meeting of the members of the company, held on **Tuesday, 31st December, 2024 at 11.30 A.M.**, through Video Conferencing (V/C) or Other Audio Visual Means (OAVM). The Registered office of the Company situated at Darshak Chambers, Plot No 32, Ground Floor no. 1-8-303/48/32 Street no. 1 Penderghast Road, Hyderabad TG 500003 is deemed to be the venue of the 30th Annual General Meeting of the Company.

1. The company has availed e-voting facility from M/s. KFin Technologies Limited ("e-voting facilitator") for enabling the shareholders to cast their votes electronically. E-Voting process was conducted under my supervision.
2. The e-voting period remained open from **9.00 A.M. on 28th December, 2024 till 5.00 PM on 30th December, 2024.**
3. The Shareholders holding shares as on the "cut off" date i.e. **24th day of December, 2024** were entitled to vote on the proposed resolutions as set out in the Notice of 30th Annual General Meeting of the Company.
4. The remote votes were unblocked on 30th December, 2024 around 5.00 PM and E-Voting facility was kept open during the AGM upto 12:09 PM to facilitate the members who have attended the AGM to cast their vote, if not voted earlier
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 - To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors ('the Board') and the Auditors thereon

(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	197	86,30,49,957	99.9518
Total	197	86,30,49,957	99.9518

(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	21	4,16,517	0.0482
Total	21	4,16,517	0.0482

(iii) Abstained Votes:

Total number of members whose votes were declared as Abstained	Total numbers of votes cast by them
12	23,307

2. Resolution 2 – To appoint a director in place of Dr. GVK Reddy (DIN: 00005212), who retires by rotation and being eligible, offers himself for re-appointment.

(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	194	86,30,49,181	99.9516
Total	194	86,30,49,181	99.9516

(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	25	4,17,696	0.0484
Total	25	4,17,696	0.0484



(iii) **Abstained Votes:**

Total number of members whose votes were declared as Abstained	Total numbers of votes cast by them
11	22,764

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: 31.12.2024
UDIN: F004898F003535051



for **NARENDER & ASSOCIATES**

Company Secretaries

A handwritten signature in blue ink, appearing to read "G NARENDER", written over a horizontal line.

G NARENDER

Proprietor

FCS:4898; CoP:5024