



[Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20(3) xi and Rule 21(2) of Companies (Management and Administration) Rule 2014]

To,
The Chairman,
INDIA INFRADEBT LIMITED
ICICI Bank Towers,
Bandra-Kurla Complex
Mumbai 400 051

Extraordinary General Meeting of the Equity Shareholders /members of INDIA INFRADEBT LIMITED, to be held on Thursday, 29th January, 2015 at 11:00 a.m. at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051

Dear Sir,

1. I, Jaiprakash Singh, Company Secretary in whole time practice, have been appointed by
 - a. Board of Directors of INDIA INFRADEBT LIMITED (the Company) as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per provisions of section 108 of Companies Act, 2013 read with Rule 20(3) xi of Companies (Management and Administration) Rule 2014 on resolutions contained in the Notice to Extraordinary General Meeting (EGM) of the members of the Company to be held on Thursday 29th January, 2015 at 11:00 a.m at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051
 - b. The Chairman of the EGM on demand of Poll under the provision of Section 109 of Companies Act, 2013 read with Rule 21(2) of Companies (Management and Administration) Rule 2014 on the resolutions contained in the Notice to the Extraordinary General Meeting (EGM) of the members of the Company held on Thursday 29th January, 2015 at 11:00 a.m at ICICI Bank Towers, Bandra-Kurla Complex, Mumbai 400 051
2. The Management of the Company is responsible to ensure the compliance of the Companies Act, 2013, and Rule relating to e-voting (through electronic means) and Poll on the resolutions contained in the Notice to Extraordinary General Meeting (EGM) of the members of the Company. My responsibility as Scrutinizer for the e-voting process and for Poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice, based on the Reports generated from the e-voting system provided by NSDL, the authorised agency to provide e-voting facility engaged by the Company and also at the time Poll at EGM.
3. I have submitted a separate scrutinizer report dated **27.01.2015 for e-voting** on the resolutions contained in the Notice of EGM.
4. As requested by the Management, I submit herewith my combined Report on the results of e-voting together with the results of poll at the EGM as under:



Number of Members who cast their votes through e-voting and poll.		Total Number of Shares held by them.
e-voting	3	17,99,99,999
Poll	2	11,99,99,999
Total		29,99,99,998

VOTING RESULTS (EVOTING AND POLL) AGAINST EACH OF THE RESOLUTIONS

Issue of Cumulative Redeemable Non-Convertible Preference Shares- Special Resolution

RESOLVED that pursuant to the provisions of Section 42, 55, 62 and other provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other Rules (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable acts, rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and the Government of India (Gol) and/or any other competent authorities as may be required and clarification, if any issued thereon from time to time, and subject to requisite approval, consent, permission and/or sanction of Gol, SEBI, RBI, as may be required, and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to all other necessary approvals, permissions, consents and/or sanctions of concerned statutory and other relevant 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 (herein referred to as the "Board", which term shall include any Committee thereof constituted/to be constituted by the Board to exercise its powers including powers conferred by this Resolution to the extent permitted by law), consent, authority and approval is hereby accorded to the Board to create, offer, issue and allot such number of preference shares of the Company as Cumulative Redeemable Non- Convertible Preference Shares (the "CRNCPS"), having a face value of ` 10/- (Rupees Ten only) and up to an amount not exceeding ` 300,00,00,000 (Rupees Three Hundred Crores only) at such time or times, in one or more tranches, on such terms and conditions, including the redemption period, rate of dividend, put/call options etc., as may be decided by the Board in its absolute discretion, for cash at par or premium, by way of private placement to such person(s), including but not limited to Indian public companies, bodies corporate, financial institutions, banks, mutual funds, trusts, local bodies, general public and/or any other person whether Members of the Company or not, as the Board may deem fit.

RESOLVED further that the CRNCPS shall be subject to the following rights: (i) the CRNCPS shall carry a fixed cumulative preferential dividend to be determined by the Board at the time of issue of the CRNCPS, on the capital for the time being paid-up thereon respectively and shall be redeemable not later than the date determined by the Board or a committee thereof at the time of issue of such CRNCPS, (ii) the CRNCPS shall have priority with respect to payment of dividend or repayment of capital vis-à-vis equity shares of the Company, (iii) the CRNCPS shall in winding up be entitled to rank, as regards repayment of capital and arrears of dividend, whether declared or not, up to the commencement of the winding up, in priority to the equity shares of the Company but shall not be entitled to any further participation in profits or assets, (iv) the CRNCPS shall carry voting rights as stipulated in section 47(2) of the Act; (v) the dividend on the CRNCPS shall be paid on a cumulative basis; (vi) the CRNCPS shall not be convertible into equity shares of the Company.

RESOLVED further that without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board be and is hereby authorised to determine as to when the CRNCPS are to be issued, the terms of the issue including the class of investors to whom the aforesaid shares are to be allotted, rate of dividend, redemption period, manner of redemption, premium on



redemption or premature/early redemption at the option of the Company and/or investor, listing on one or more stock exchanges and all such terms as are provided in offering of a like nature as the Board may in its absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and to perform all such acts, deeds, matters and things and execute all such deeds and documents as may be necessary and settle any questions or difficulties that may arise in regard to the said issue;

RESOLVED further that the approval be and is hereby accorded to the Board to appoint lead managers, arrangers, underwriters, depositories, registrars, bankers, lawyers, advisors and all such agencies as may be involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/agreements, memorandum, documents, etc., with such agencies;

RESOLVED further that the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid Resolution.

(i) Voted **In Favour** Of The Resolution:

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	17,99,99,999	59.9999%
Poll	11,99,99,999	39.9999%
Total	29,99,99,998	99.9999%

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

Particulars of Business	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
e-voting	Nil	Nil
Poll	Nil	Nil
Total	Nil	Nil

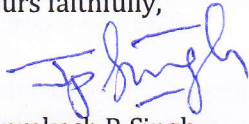


(iii) Invalid votes

Type of Business	Number Of Votes Cast By Them
e-voting	Not Applicable
Poll	Not Applicable

Thanking You,

Yours faithfully,



Jaiprakash R Singh
Practicing Company Secretaries
CP No-4412
Membership - F 7391
Place: Mumbai
Date: 29th January, 2015.

