

GICHFL/SEC/2017/ 00631

25th July, 2017

The Listing Department,
The National Stock Exchange Limited,
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
MUMBAI - 400 051

Scrip Code: GICHSGFIN

Dear Sir,

Sub.: Submission of 27th AGM Proceeding and Voting results under regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015.

Pursuant to Regulation 30 of LODR 2015, we hereby forward you the Proceeding of 27th AGM held on 24th July, 2017 at 3.30 P.M. along with voting result for all the resolutions as set out in the AGM notice.

This is for your information and record purpose.

Thanking You,

Yours faithfully,



S. Sridharan
Sr. Vice President & Company Secretary

Encl.: a/a

PROCEEDING OF 27TH AGM OF THE COMPANY

27th Annual General Meeting was held on Monday, 24th July, 2017 at 3.30 P.M. at Yashwantrao Chavan Pratishthan, Chavan Centre, Cultural Hall, 4th Floor, General Jagannath Bhosale Marg, Mumbai – 400021. Shri S. Sridharan, Sr. Vice President & Company Secretary welcomed the Chairperson, Directors, Statutory Auditors, Secretarial Auditors and shareholders present in the meeting. The requisite quorum being present, Company Secretary called the meeting in order.

Company Secretary informed to the shareholders that Company previously provided e-voting facility and ballot form facility to the shareholders before AGM for casting their votes on the proposed resolution as set out in the AGM Notice. Company Secretary also informed that Company is giving ballot form facility for voting at the AGM venue to those shareholders who have not exercised the votes (neither e-voting nor by ballot form) previously before AGM.

Company Secretary then welcomed Shri S. Gopakumar, new Managing Director & CEO to brief the Shareholders about the performance of the Company for the year ended 31st March, 2017 and also about the future plans for the Company.

Company secretary further conducted the proceedings of the meeting and following items were conducted in the meeting which were passed with requisite majority as per the report given by:

1. Adoption of Audited Annual Financial Statements for the year ended 31st March, 2017 together with the Reports of the Directors and Auditors thereon.
2. Declaration of Dividend for the year ended 31st March, 2017.
3. Reappointment of Director, Shri Y. Ramulu (DIN 07234450).
4. Ratification of appointment of Statutory Auditors.
5. Reappointment of Shri. B. Chakrabarti (DIN No. 00017513), Independent Director.
6. Reappointment of Shri. M. K. Garg (DIN No. 00081454), Independent Director.
7. Reappointment of Shri. A. V. Muralidharan (DIN No. 00015725), Independent Director.
8. Appointment of Shri S. Gopakumar, Managing Director & CEO (DIN 07542356).
9. Increase in the Borrowing Powers of the Company from Rs. 10,000 crores to Rs. 12,500 crores only..
10. Creation of Charge on Movable and Immovable Properties.
11. Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds for Rs. 800 crores only.
12. Related Party Transactions upto an aggregate limit of Rs. 1,000 crores (Rupees One Thousand Crores) only.

Clarifications raised by the shareholders were provided in the meeting. Shri Makarand M. Joshi, Scrutiniser prepared his report and submitted to the Company Secretary (as authorised by the Board and Chairperson) to declare the result.

This is for your information and record purpose.

2



Resolution Item No. 1 - Ordinary Resolution:

Adoption of Audited Annual Financial Statements for the year ended 31st March, 2017 together with the Reports of the Directors and Auditor thereon.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100.00	22701128	0	100	0
	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
	E-Voting		108849	0.48	108849	0	100.00	0.00
Public- Non Institutions	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7383	0	100.00	0.00
	Total		129769	0.55	129769	0	100	0
	Total		29944210	55.61	29944210	0	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 2 - Ordinary Resolution:

Declaration of dividend for the year ended 31st March, 2017.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
	E-Voting		108849	0.48	108849	0	100.00	0.00
Public- Non Institutions	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7383	0	0.00	0.00
	Total		129769	0.55	129769	0	100	0
Total	Total	53851066	29944210	55.61	29944210	0	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 3 - Ordinary Resolution:

Reappointment of Director, Shri Y. Ramulu (DIN 07234450).

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting		7113313	82.06	7107450	5863	99.92	0.08
	Poll		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7107450	5863	99.92	0.08
	E-Voting		108749	0.48	108679	70	99.94	0.06
Public- Non Institutions	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7383	0	0.00	0.00
	Total		129669	0.55	129599	70	99.95	0.05
	Total		29944110	55.61	29938177	5933	99.98	0.02

#Number of votes polled does not include invalid votes



Resolution Item No. 4 - Ordinary Resolution:

Ratification of appointment of Statutory Auditors.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	22701128	22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
	E-Voting		108849	0.48	108799	50	99.95	0.05
Public- Non Institutions	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7383	0	0.00	0.00
	Total		129769	0.55	129719	50	99.96	0.04
	Total		29944210	55.61	29944160	50	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 5 - Special Resolution:

Reappointment of Shri. B. Chakrabarti (DIN No. 00017513), Independent Director.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
	Total		22701128	100	22701128	0	100	0
Public- Institutions	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
Public- Non Institutions	E-Voting		108749	0.48	108099	650	99.40	0.60
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7333	50	99.32	0.00
	Total		129669	0.55	128969	700	99.46	0.54
	Total	53851066	29944110	55.61	29943410	700	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 6 – Special Resolution:

Reappointment of Shri. M. K. Garg (DIN No. 00081454), Independent Director.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting		22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting		7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
	E-Voting		108264	0.48	107997	267	99.75	0.25
Public- Non Institutions	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7383	0.00	7333	50	99.32	0.68
	Total		129184	0.55	128867	317	99.75	0.25
	Total		29943625	55.6045	29943308	317	100.00	0.00



#Number of votes polled does not include invalid votes

Resolution Item No. 7 - Special Resolution:

Reappointment of Shri. A. V. Muralidharan (DIN No. 00015725), Independent Director

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	22701128	22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	0.00	0	0.00	0.00
	Ballot		0	0.00	0.00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting	8668132	7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	0.00	0	0.00	0.00
	Ballot		0	0.00	0.00	0	0.00	0.00
Public- Non Institutions	Total		7113313	82.06	7113313	0	100	0
	E-Voting	22481806	108664	0.48	107897	767	99.29	0.71
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot		7383	0.00	7333	50	99.32	0.68
	Total		129584	0.55	128767	817	99.37	0.63
	Total		29944025	55.61	29943208	817	100.00	0.00



#Number of votes polled does not include invalid votes

Resolution Item No. 8 - Ordinary Resolution:

Appointment of Shri S. Gopakumar, Managing Director & CEO (DIN 07542356).

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	22701128	22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting	8668132	7113313	82.06	6718237	395076	94.45	5.55
	Poll		0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Total		7113313	82.06	6718237	395076	94.45	5.55
	E-Voting	22481806	108644	0.48	108174	470	99.57	0.43
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot		7383	0.00	7333	50	99.32	0.68
	Total		129564	0.55	129044	520	99.60	0.40
	Total		29944005	55.61	29548409	395596	98.68	1.32



#Number of votes polled does not include invalid votes

Resolution Item No. 9- Special Resolution

Increase in the Borrowing Powers of the Company.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	22701128	22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting	8668132	7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Ballot		0	0.00	00	0	0.00	0.00
	Total		7113313	82.06	7113313	0	100	0
	E-Voting	22481806	108569	0.48	108199	370	99.66	0.34
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot		7233	0.00	7183	50	99.31	0.69
	Total		129339	0.55	128919	420	99.68	0.32
	Total		29943780	55.60	29943360	420	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 10- Special Resolution

Creation of Charge on Movable and Immovable Properties.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	22701128	22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting	8668132	7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Total		7113313	82.06	7113313	0	100	0
	E-Voting	22481806	108644	0.48	108227	417	99.62	0.38
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot		7233	0.00	7233	0	100.00	0.00
	Total		129414	0.55	128997	417	99.68	0.32
	Total		29943855	55.60	29943438	417	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 11- Special Resolution

Private Placement of Redeemable Non-Convertible Debentures (NCDs)/Bonds.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting	22701128	22701128	100.00	22701128	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Institutions	Total		22701128	100	22701128	0	100	0
	E-Voting	8668132	7113313	82.06	7113313	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot		0	0.00	00	0	0.00	0.00
Public- Non Institutions	Total		7113313	82.06	7113313	0	100	0
	E-Voting	22481806	108644	0.48	107477	1167	98.93	1.07
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot		7383	0.00	7383	0	100.00	0.00
	Total		129564	0.55	128397	1167	99.10	0.90
	Total		29944005	55.61	29942838	1167	100.00	0.00

#Number of votes polled does not include invalid votes



Resolution Item No. 12- Ordinary Resolution

Related Party Transactions upto an aggregate limit of Rs. 1,000 crores (Rupees One Thousand Crores) only.

Category	Mode of Voting	No. of shares held (1)	#No. of votes polled (2)	% of Votes Polled on outstanding 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	E-Voting		0	0.00	00	0	0.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	22701128	0	0.00	00	0	0.00	0.00
	Total		0	0	0	0	0	0
Public- Institutions	E-Voting		7097667	81.88	7097667	0	100.00	0.00
	Poll		0	0.00	00	0	0.00	0.00
	Ballot	8668132	0	0.00	00	0	0.00	0.00
	Total		7097667	81.88	7097667	0	100	0
Public- Non Institutions	E-Voting		108729	0.48	107592	1137	98.95	1.05
	Poll		13537	0.06	13537	0	100.00	0.00
	Ballot	22481806	7233	0.00	7033	200	97.23	2.77
	Total		129499	0.55	128162	1337	98.97	1.03
	Total	53851066	7227166	13.42	7225829	1337	99.98	0.02

#Number of votes polled does not include invalid votes

