12th August, 2016

Bombay Stock Exchange Limited
PJ Towers
Dalal street
Mumbai 400 001

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Ex bandra East
Mumbai 400 051

Dear Sirs,

Sub: 22nd Annual General meeting ('AGM') and voting results of GVK Power & Infrastructure Limited

In continuation to our letter dated July 13, 2016, please note that the 22nd Annual General Meeting ('AGM') of the Company was held today and the business mentioned in the Notice dated May 20, 2016 were transacted.

In this regard, Please find enclosed the following-

(1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I

(2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.

(3) Report of Scrutinizer dated August 12, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014.

(4) Annual Report for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

This is for your information and records

Thanks & regards,

For GVK Power & Infrastructure Ltd

GVK Power & Infrastructure Ltd.

P V Rama Seshu
AVP & Company Secretary

GVK Power & Infrastructure Limited
Paigah House, 156-159, Sardar Patel Road
Secunderabad 500 003. Telangana, India

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CIN : L74999AP2005PLC059013

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Annexure – I

GVK

Summary of proceedings of the 22nd Annual General Meeting

The 22nd Annual General Meeting (AGM) of the Members of GVK Power & Infrastructure Limited ('the Company') was held on Friday, August 12, 2016 at 11.30 A.M (IST) at Sri Satya Sai Nigamagamam, 8-3-987/2, Srinagar Colony, Hyderabad 560029.

Dr. GVK Reddy, Chairman of the Board chaired the meeting.

The meeting commenced with the Chairman welcoming the members of the Company to the 22nd AGM .Thereafter, Chairman introduced his colleagues on the dais and further informed that Mr S Balasubramanian, Director of the Company could not attend the meeting due to his prior commitments.

Chairman declared that as the requisite quorum being present, the meeting is called to order.

Thereafter, Chairman delivered his speech which included the broad update on Indian economy, Government initiatives in respect of PPP projects and operational highlights of the financials of the Company.

After conclusion of his speech, Chairman informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting by means of a physical ballot. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM dated May 20, 2016, were transacted at the meeting.

1. Adoption of Audited financial statements of the Company for the financial year ended March 31, 2016.
2. Appointment of Krishna Ram Bhupal as a director liable to retire by rotation
3. Re-Appointment of M/s S R Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors
4. Approval for waiver of excess managerial remuneration paid to Mr. A Issac George for part of the Financial year 2012-13

Clarifications were provided to the queries raised by the members.

GVK Power & Infrastructure Ltd.

The Board of Directors had appointed Narender G, Practising Company Secretary as the Scrutinizer to supervise the e - voting and ballot voting process. The Chairman authorized the Company secretary to declare the results of voting.

The consolidated scrutinizers report on e-voting and physical ballot dated 12th August, 2016 was received and accordingly all the resolutions as set out in the notice were declared as passed with requisite majority.

This is for your information and records

Thanks & regards,

For GVK Power & Infrastructure Ltd

P V Rama Seshu
AVP & Company Secretary

GVK Power & Infrastructure Ltd.

Name of the Company	GVK POWER & INFRASTRUCTURE LTD
Date of the Annual General Meeting	12-08-2016
Total number of shareholders on record date	284693
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	186
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited financial statements for the year ended 31.03.2016							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	856729340	856729340	100.0000	856729340	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	137129217	85989415	62.7069	78809027	7180388	91.6496	8.3503
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	585351843	156396	0.0267	97842	58554	62.5604	37.4395
	Poll		42696	0.0073	42696	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1579210400	942917847	59.7082	935678905	7238942	99.2323	0.7677

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Krishna Ram Bhupal as a director retiring by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	856729340	856729340	100.0000	856729340	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	137129217	85989415	62.7069	85989415	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	585351843	105996	0.0181	95439	10557	90.0401	9.9598
	Poll		42696	0.0073	42696	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1579210400	942867447	59.7050	942856890	10557	99.9989	0.0011

GVK Power & Infrastructure Ltd

Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of M/s S R Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	856729340	856729340	100.0000	856729340	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	137129217	85989415	62.7069	85989415	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	585351843	156596	0.0268	147841	8755	94.4091	5.5908
	Poll		42696	0.0073	42696	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1579210400	942918047	59.7082	942909292	8755	99.9991	0.0009

Resolution required: (Ordinary/ Special)	ORDINARY - Approval for waiver of excess managerial remuneration paid to Mr A Issac George for part of the FY 2012-13							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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	856729340	856729340	100.0000	856729340	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	137129217	85989415	62.7069	65833705	20155710	76.5602	23.4397
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	585351843	156496	0.0267	87788	68708	56.0960	43.9039
	Poll		42696	0.0073	41396	1300	96.9552	3.0447
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	1579210400	942917947	59.7082	922692229	20225718	97.8550	2.1450

GVK Power & Infrastructure Ltd.

NARENDER & ASSOCIATES

Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038.
Phone : 040-40159831, 23730801 E-mail : narenderg99@gmail.com, www.narenderandassociates.com

COMBINED SCRUTINIZER'S REPORT ON EVOTING & PHYSICAL BALLOT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended to date]

To
The Chairman of the
22nd Annual General Meeting of
M/s. GVK Power & Infrastructure Limited
Paigah House, 156-159,
Sardar Patel Road,
Secunderabad – 500003.

Ref: Combined Report on resolutions passed through e-voting and Physical Ballot conducted at the 22nd Annual General Meeting (AGM) of the members of M/s. GVK Power & Infrastructure Limited held on Friday, 12th August, 2016 at 11.30 A.M. at Sri Satya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad 500073.

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, appointed as a Scrutinizer for M/s. GVK Power & Infrastructure Limited ("the Company") for the purpose of scrutinizing the e-voting and Physical Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and Physical Ballot carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 22nd Annual General Meeting of the members of the company, held on Friday, 12th August, 2016 at 11.30 A.M. at Sri Satya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad 500073 submit my report as under:

1. The company has availed e-voting facility from M/s. Karvy Computershare Private Limited ("e-voting facilitator") for enabling the shareholders to cast their votes electronically. E-Voting and Physical Ballot at the Annual General Meeting venue was conducted under my supervision. At the time of Physical Ballot, adequate care is taken such that no member who has cast his vote by remote e-voting prior to the meeting is allowed to cast his vote again at the Annual General Meeting venue.

NARENDER & ASSOCIATES, Company Secretaries, FCS-4898, CoP-5024, HYDERABAD

2. The e-voting period remained open from 9.00 A.M. on 9th August, 2016 till 5.00 P.M. on 11th August, 2016.

3. The Shareholders holding shares as on the "cut off" date i.e. 5th day of August, 2016 were entitled to vote on the proposed resolutions (Item No. 1 to 4) as set out in the Notice of 22nd Annual General Meeting of the Company.

4. After the time fixed for closing of the Physical Ballot by the Chairman two ballot boxes kept for Physical Balloting were sealed in my presence with due identification marks placed by me.

5. The remote votes were unblocked on 11th day of August, 2016 around 5.19 P.M and the sealed ballot boxes were opened on 12th day of August, 2016 around 12.30 P.M. in the presence of two witnesses, Mr. M. Nagaraju, R/o 8-3-225/A67, Yadagiri Nagar, Yousufguda Checkpost, Hyderabad – 500045 and Ms. C. Reethu Sri R/o H No. 10-3-282/2/A/27, Humayun Nagar, Hyderabad 500028, who are not in the employment of the Company. The Physical Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the company and the authorizations/ proxies lodged with the company.

6. Thereafter the details, containing inter-alia the list of equity shareholders who voted "For" and "Against" were downloaded from the e-voting website of Karvy Computershare Private Limited (KCPL) [https://www.evoting.karvy.com] and the same along with the information on Physical Balloting of votes during the Annual General Meeting are handed over to the Company Secretary of the Company.

7. The Physical Ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

8. Based on the data downloaded from the official e-voting website of the e-Voting facilitator and the Physical Ballot conducted at the Annual General Meeting venue, I now submit combined result (of e-voting & Physical Ballot) as under:

1 Resolution 1 - Adoption of Accounts for the Year ended 31st March, 2016.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
87	93,56,36,209	63	42,696	150	93,56,78,905	99.23

NARENDER & ASSOCIATES, Company Secretaries, HYDERABAD, FCS-4898 CoP-5024

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
9	72,38,942	0	0	9	72,38,942	0.77

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot
0	0	2	251	2	251

2. **Resolution 2 – Appointment of a Director in place of Mr. Krishna Ram Bhupal (DIN:00005442) who retires by rotation and being eligible offers himself for re-appointment.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
84	94,28,14,194	63	42,696	147	94,28,56,890	100.00

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
10	10,557	0	0	10	10,557	0.00

NARENDER & ASSOCIATES, Company Secretaries, HYDERABAD, FCS-4898 CoP-5024

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot
0	0	2	251	2	251

3. **Resolution 3 – Appointment of M/s. S R Batliboi & Associates LLP as the Statutory Auditors of the Company for the financial year 2016-17.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
88	94,28,66,596	63	42,696	151	94,29,09,292	100.00

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
8	8,755	0	0	8	8,755	0.00

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot
0	0	2	251	2	251

NARENDER & ASSOCIATES, Company Secretaries, FCS-4898, CoP-5024, HYDERABAD

4. **Resolution 4 – Special Resolution- Ratification and waiver of the remuneration paid in excess of the statutory limits laid under the erstwhile Companies Act, 1956 to Mr. A Issac George, Director & CFO (DIN: 00005456) for part of the financial year 2012-13.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
68	92,26,50,833	62	41,396	130	92,26,92,229	97.85

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
28	2,02,24,418	1	1,300	29	2,02,25,718	2.15

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot
0	0	2	251	2	251

The Register, Physical Ballot Papers, all other papers and relevant records relating to electronic voting and Physical Ballot were sealed and the same are handed over to the AVP & Company Secretary of the company immediately after the approval and signing of the minutes for safe keeping.

For **NARENDER & ASSOCIATES**
Company Secretaries

NARENDER & ASSOCIATES, Company Secretaries
FCS-4898
CoP-5024
HYDERABAD

G NARENDER
Proprietor
FCS:4898; CoP:5024

Place: Hyderabad
Date: **12.08.2016**