

05-10 UNIQUE GRAPHICS, 92465 42421

POSTAL BALLOT FORM

1.

Name and registered address of the sole/first named Member
(In BLOCK LETTERS)
2.

Name (s) of the joint Member(s), if any (In BLOCK LETTERS)
3.

Registered Folio No: / DP ID / Client ID*
* Applicable to investors holding shares in dematerialized form
4.

Number of shares held
5.

I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Sl No	Description	No. of Shares		Please tick (✓) in the appropriate box below
1	Ordinary Resolution pursuant to Section 293 (1) (a) read with Section 192 A of the Companies Act, 1956 for transfer of investments in power assets.		I / We assent to the resolution (FOR)	
			I / We dissent to the resolution (AGAINST)	

Place :
Date :

Signature of the Member
(Refer Instruction No: 4 overleaf)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

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NOTICE

Dear Shareholder(s)
Sub : To transfer investments - Resolutions by Postal Ballot - Reg.
Ref : Notice pursuant to Section 192A of the Companies Act, 1956.

The Company proposes to transfer investments made by it in the power assets amounting to Rs.1170.23 crores to its wholly owned subsidiary, namely GVK Energy Limited as a part of restructuring of the assets pertaining to energy business.

In terms of sections 293 (1) (a) and 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 of the Companies Act, 1956, the said transfer of investments is considered to be sale of substantially whole of the undertaking(s) of the Company and approval of shareholders by way of an Ordinary Resolution, through a postal ballot is required.

Accordingly, a draft Resolution along with the Explanatory Statement for the above proposal is being sent to you along with a Postal Ballot Form for your consideration. The Board of Directors has appointed **Mr. G. Narender**, FCS a Practicing Company Secretary as the **Scrutiniser** for conducting the Postal Ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot form and return the form duly completed and signed in the attached self-addressed, postage prepaid business reply envelop, so as to reach the Scrutiniser **before the closing of working hours (17.30 hrs.) on Tuesday, the 29th June, 2010**. Please note that any postal ballot form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutiniser will submit his report to the Chairman & Managing Director of the Company after completion of the scrutiny of the postal ballots.

The results will be announced by the Chairman & Managing Director or any Director of the Company on **Wednesday, the 30th June, 2010 at 10.00 a.m.** at the Registered Office of the Company at "Paigah House", 156-159, Sardar Patel Road, Secunderabad 500 003. The results of the Postal Ballot will also be communicated to the Stock Exchanges where the Company's shares are listed.

DRAFT ORDINARY RESOLUTION

To transfer investments:

To consider and if thought fit, to pass with or without modification(s), the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293 (1) (a) and 192A and other applicable provisions, if any, of the Companies Act, 1956, as amended or restated (the "Companies Act") and subject to the approvals, consents, as may be required, consent of the Members be and is hereby accorded to the Board of Directors of the company to transfer the investments made by the company in the following power assets totaling to Rs.1170.23 crores, to its wholly owned subsidiary namely GVK Energy Limited

1.

GVK Industries Limited

2.

GVK Gautami Power Limited

3.

GVK Power (Goindwal Sahib) Limited

4.

Alaknanda Hydro Power Company Limited

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to approach the regulatory authorities/financial institutions and such other agencies for the approval as may be required and to do and perform all such acts, matters, deeds and things, as may be necessary without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance to complete the transfer of investments as proposed."

By order of the Board
For GVK Power & Infrastructure Limited

P V Rama Seshu
Company Secretary

Place: Hyderabad
Date : 30-04-2010

Annexure to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND 192A OF THE COMPANIES ACT, 1956 AND THE REASONS FOR PROPOSING THE ORDINARY RESOLUTION UNDER SECTION 293(1)(a) OF THE COMPANIES ACT,1956 FOR THE DISPOSAL OF THE COMPANY'S INVESTMENTS IN THE POWER ASSETS.

As you are aware, your company presently operates in diverse range of sectors such as Energy, Transportation and Urban Infrastructure through the following subsidiaries.

- 1. GVK Industries Limited
- 2. GVK Jaipur Expressway Private Limited
- 3. Alaknanda Hydro Power Company Limited
- 4. GVK Power (Goindwal Sahib) Limited
- 5. GVK Airport Developers Private Limited
- 6. GVK Coal (Tokisud) Company Private Limited
- 7. Goriganga Hydro Power Private Limited
- 8. GVK Perambalur SEZ Private Limited
- 9. GVK Oil & Gas Limited
- 10. GVK Energy Limited
- 11. GVK Developmental Projects Private Limited
- 12. GVK Gautami Power Limited
- 13. GVK Transportation Private Limited

In order to carve out the businesses into different segments, your Company proposes to create sub-holding companies for power assets, airports and Transportation respectively. As a first step of achieving the above objective, your Company proposes to transfer the investments made by it in the following power assets to a wholly owned subsidiary viz. GVK Energy Limited as a matter of reorientation of current ownership and operating structure of the company based on the verticals in which your company operates.

- 1. GVK Industries Limited
- 2. GVK Gautami Power Limited
- 3. GVK Power (Goindwal Sahib) Limited
- 4. Alaknanda Hydro Power Company Limited

The total value of the investments proposed to be transferred is to the extent of Rs.1170.23 crores. As the proposal of transfer of investments to GVK Energy Limited attracts the provisions of Section 293 (1) (a) of the Companies Act, 1956 as it is considered to be sale of the wholly or substantially whole of the undertaking(s), the approval of the members is required by way of an Ordinary Resolution.

In terms of sections 293 (1)(a) and 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 of the Companies Act, 1956, the approval of shareholders by way of an Ordinary Resolution is required, through a postal ballot. Accordingly, your Board recommends the above for your approval through Postal Ballot for passing an Ordinary Resolution as set out in the Notice.

None of the Directors is interested in the above resolution except to the extent of their respective shareholding.

By order of the Board
For GVK Power & Infrastructure Limited

P V Rama Seshu
Company Secretary

Place: Hyderabad
Date : 30-04-2010

INSTRUCTIONS

- 1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the registered office of the Company in the enclosed postage pre-paid self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the Registered Shareholder will also be accepted.
- 2. The self-addressed envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.
- 3. Please convey your assent / dissent in this Postal Ballot Form only. The consent or otherwise received in any other Form shall not be considered valid.
- 4. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held on physical form or dematerialised form respectively) by the first named Shareholder and in his absence, by the next named joint holder. In case of shares held by body corporate, the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant authorisation to vote on the Postal Ballot. In the absence of such authorisation, such Postal Ballot will be rejected.
- 5. The consent must be accorded by recording the assent in the Column ‘FOR’ and dissent in the column ‘AGAINST’ by placing a tick mark (✓) in the appropriate column.
- 6. Unsigned Postal Ballot Forms will be rejected.
- 7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on 29th June, 2010. All Postal Ballot Forms received after this date will be treated as if reply from such shareholder has not been received.
- 8. Members are requested not to send any other matter along with the postal ballot form in the enclosed postage pre-paid self addressed envelope. The Scrutiniser would destroy any extraneous paper found in such envelope.
- 9. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders on the date of despatch of the notice.
- 10. A member need not use all his votes nor he needs to cast all his votes in the same way.