

MINUTES OF THE 16TH ANNUAL GENERAL MEETING OF GVK POWER & INFRASTRUCTURE LIMITED HELD ON SATURDAY, THE 31ST JULY, 2010 AT 11.30 A.M AT SRI SATYA SAI NIGAMAGAMAM, 8-3-987/2, SRINAGAR COLONY, HYDERABAD – 500073.

DIRECTORS PRESENT:

Dr. G V Krishna Reddy	Chairman & Managing Director
Mrs. G Indira Krishna Reddy	Director
Mr. G V Sanjay Reddy	Vice Chairman
Mr. Krishna Ram Bhupal	Director
Mr. K N Shenoy	Director
Dr. A Ramakrishna	Director
Dr. Abid Hussain	Director
Mr. P Abraham	Director
Mr. Sanjay Narayan	Director
Mr. Pradip Baijal	Director
Mr. S Balasubramanian	Director
Mr. Ch. G Krishna Murthy	Director
Mr. A Issac George	Director & CFO

MEMBERS PRESENT

424 shareholders were present in person and 82 through Proxy.

After ascertaining that the requisite members were present to form the quorum, Dr. G V Krishna Reddy, Chairman & Managing Director declared that the meeting is open. Chairman welcomed all the Shareholders, Proxies and Special Invitees to the 16th Annual General Meeting (AGM).

Chairman informed the meeting that the Register of Members and the Register of Directors' shareholding are kept open and that the same are accessible during the continuance of the meeting.

With the consent of Members, the notice convening the meeting was taken as read. Thereafter, the Chairman requested Mr. P V Rama Seshu, Company Secretary to read out the Auditor's Report and the same was read.

Chairman in his speech highlighted the performance of the Company for the fiscal year 2009-10 and also the progress made by each of the operating and other subsidiaries of the Company.

Thereafter, Chairman welcomed questions and clarifications from the shareholders on the various projects and the same were clarified. Chairman conducted the proceedings of the AGM as per the business agenda laid before the meeting and requested the shareholders to take up the subject one after the other.

CHAIRMAN'S
INITIAL



ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Balance Sheet as at March 31, 2010 and the Profit & Loss Account for the year ended March 31, 2010 and the Reports of the Directors' and the Auditors' thereon.**

The following **Ordinary Resolution** was proposed by Mr. Shaik Ahmed (DP ID:IN23303 /Client ID:1202330300006487) proposed and seconded by Mr. Waliur Mohammed (DP ID:12043400 / Client ID: 1204340000047288)

"RESOLVED THAT in terms of Section 210 and other applicable provisions, if any, of the Companies Act, 1956 the Audited Balance Sheet as at March 31, 2010, and the Profit and Loss Account for the year ended March 31, 2010 together with the Reports of the Directors' and Auditor's thereon as placed before the meeting be and are hereby received, considered and adopted."

On being put to vote by show of hands, the Chairman declared that above **Ordinary Resolution** was passed with majority of 99%.

2. **Re-appointment of Mrs. G Indira Krishna Reddy as a Director:**

In terms of Sections 299 and 300 of the Companies Act, 1956, Dr. G V Krishna Reddy, Chairman and Managing Director, being an interested party for the business listed under item no.2 and 3, handed over the Chair to Mr. K N Shenoy, a non-interested Director, who had conducted the proceedings of these two items.

The following **Ordinary Resolution** was proposed by Mr. Suresh Chand Jain (DP ID:IN23303 /Client ID:12023303000064744) proposed and seconded by Mr. Bharat H Shah (DP ID: IN23303 / Client ID:1202330300016339)

"RESOLVED THAT pursuant to Section 256 and other applicable provisions; if any, of the Companies Act, 1956 read with Article 118 of the Articles of Association of the Company, **Mrs. G Indira Krishna Reddy**, who retires by rotation, be and is hereby re-appointed as a Director of the Company."

On being put to vote by show of hands, the Chairman declared that above **Ordinary Resolution** was passed unanimously.

3. **Re-appointment of Mr. G V Sanjay Reddy as a Director:**

The following **Ordinary Resolution** was proposed by Mr. Kamal Kishore (DP ID:IN30700 / Client ID:1203070000031491) proposed and seconded by Mr. Suresh Chand Jain (DP ID:IN23303 /Client ID:12023303000064744)

"RESOLVED THAT pursuant to Section 256 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 118 of the Articles of Association of the Company, **Mr. G V Sanjay Reddy**, who retires by rotation, be and is hereby re-appointed as a Director of the Company."

CHAIRMAN'S
INITIAL



On being put to vote by show of hands, the Chairman declared that above **Ordinary Resolution** was passed unanimously.

Mr. K N Shenoy, has handed over the Chair back to Dr. G V Krishna Reddy for conducting the remaining proceedings.

4. Re-appointment of Dr. Abid Hussain as a Director:

The following **Ordinary Resolution** was proposed by Mr. Godavarthy Namberumellu (DP ID: IN300183 / Client ID: 11910675) proposed and seconded by Mr. K Laxmi Narayana (DP ID: IN301022 / Client ID: 20047085)

"RESOLVED THAT pursuant to Section 256 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 118 of the Articles of Association of the Company, **Dr. Abid Hussain**, who retires by rotation, be and is hereby re-appointed as a Director of the Company."

On being put to vote by show of hands, the Chairman declared that above **Ordinary Resolution** was passed unanimously.

5. Re-appointment of M/s. S R Batliboi & Associates, Chartered Accountants, Hyderabad as Statutory Auditors of the Company:

The following **Ordinary Resolution** was proposed by Mr. Ramesh Shanker Golla (DP ID: IN31500 / Client ID: 1203150000101508) proposed and seconded by Mr. K Lakshma Reddy (DP ID: IN38100 / Client ID: 1203810000076877)

"RESOLVED THAT M/s S R Batliboi & Associates, Chartered Accountants, Hyderabad be and are hereby re-appointed as Statutory Auditors of the Company, who shall hold their office, from the conclusion of this meeting till the conclusion of the next Annual General Meeting, on such remuneration as may be fixed by the Board of Directors of the Company."

On being put to vote by show of hands, the Chairman declared that above **Ordinary Resolution** was passed unanimously.

SPECIAL BUSINESS:

6. Appointment of Mr. Krishna Ram Bhupal, as a Director:

In terms of Sections 299 and 300 of the Companies Act, 1956, Dr. G V Krishna Reddy, Chairman and Managing Director, being an interested party for this business item, handed over the Chair to Mr. K N Shenoy, a non-interested Director, who had conducted the proceedings of this item.

The following **Ordinary Resolution** was proposed by Mr. M A R Sufi (DP ID: IN35200 / Client ID: 1203520000068367) proposed and seconded by Mr. G Krishna Gopal (DP ID: 10900 / Client ID: 12010900000684412)

CHAIRMAN'S
INITIAL



"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 109 of the Articles of Association of the Company, **Mr. Krishna Ram Bhupal**, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation."

On being put to vote by show of hands, the Chairman declared that above **Ordinary Resolution** was passed unanimously.

Mr. K N Shenoy, has handed over the Chair back to Dr. G V Krishna Reddy for conducting the remaining proceedings.

7. Appointment of Mr. S Balasubramanian, as a Director:

The following **Ordinary Resolution** was proposed by Mr. G Krishna Gopal (DP ID: IN35200 / Client ID: 1203520000023509) proposed and seconded by Mr. S K Mishra (DP ID: IN43400 / Client ID: 1204340000022501)

"RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 109 of the Articles of Association of the Company, **Mr. S Balasubramanian**, be and is hereby appointed as Director of the Company, whose period of office shall be liable to retire by rotation."

On being put to vote by show of hands, the Chairman declared that above **Ordinary Resolution** was passed unanimously.

Vote of Thanks

There being no business to transact the meeting concluded with a vote of thanks to the Chair.

Place: Secunderabad
Date : 10-08-2010


CHAIRMAN 10-08-10

CHAIRMAN'S
INITIAL