

MINUTES OF THE 18TH ANNUAL GENERAL MEETING OF GVK POWER & INFRASTRUCTURE LIMITED HELD ON WEDNESDAY, THE 8TH AUGUST, 2012 AT 11.30 A.M. AT SRI SATYA SAI NIGAMAGAMAM, 8-3-987/2, SRINAGAR COLONY, HYDERABAD – 500073.

DIRECTORS PRESENT:

1. Dr. G V Krishna Reddy	Chairman & Managing Director
2. Mrs. G Indira Krishna Reddy	Director
3. Mr. G V Sanjay Reddy	Vice Chairman
4. Mr. Krishna Ram Bhupal	Director
5. Mrs. Ranjana Kumar	Director
6. Dr. A Ramakrishna	Director
7. Mr. S Balasubramanian	Director
8. Mr. Ch. G Krishna Murthy	Director
9. Mr. A Issac George	Director

MEMBERS PRESENT

283 shareholders were present in person and 48 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 18th Annual General Meeting (AGM).

Chairman informed the meeting that the Register of Members, Register of Directors' shareholding with other statutory registers are kept open for inspection by the shareholders at the venue 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, General Manager & 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 2011-12 and also the progress made by each of the Subsidiaries, step down Subsidiaries and Associates 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.

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For GVK POWER & INFRASTRUCTURE LTD.


P.V. Rama Seshu
Company Secretary

CHAIRMAN'S
INITIAL



ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2012 and the Profit & Loss Account for the year ended March 31, 2012 and the Reports of the Directors' and the Auditors' thereon.

The following **Ordinary Resolution** was proposed by Mr. Ramesh Shankar Golla (DP ID:31500 /Client ID:1203150000101508) proposed and seconded by Ms. S Vara Praveena (DP ID: IN300394 / Client ID:17301762)

"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, 2012, and the Profit and Loss Account for the year ended on that date and the Reports of the Director's 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 unanimously.

In terms of Sections 299 and 300 of the Companies Act, 1956 Dr. G V Krishna Reddy, the incumbent along with his relatives Mrs. G Indira Krishna Reddy, Mr. G V Sanjay Reddy and Mr. Krishna Ram Bhupal, Directors were directly interested in this agenda item. Accordingly, they have abstained from the discussions and voting.

Dr. A Ramakrishna, a non-interested Director took the Chair and conducted the proceedings for agenda items 2 & 3.

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

The following **Ordinary Resolution** was proposed by Mr. MD Afzal (DP ID:IN302902 / Client ID:49791234) proposed and seconded by Mr. Shantilal C Shah (DP ID:38400 / Client ID: 1203840000139995)

"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.

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For GVK POWER & INFRASTRUCTURE LTD.


P V Rama Seshu
Company Secretary

CHAIRMAN'S
INITIAL



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

The following **Ordinary Resolution** was proposed by Mr. Suresh Chand Jain (DP ID: 51400 / Client ID: 1205140000090300) proposed and seconded by Mr. Narendar Kumar Jain (DP ID: 54500 / Client ID: 1205450000017703)

- "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."

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

Dr. A Ramakrishna, has handed over the Chair back to Dr. G V Krishna Reddy for conducting the remaining proceedings.

4. Re-appointment of Mr. Ch G Krishna Murthy as a Director:

The following **Ordinary Resolution** was proposed by Mr. Praful Chavda (DP ID: IN300239 / Client ID:10915793) proposed and seconded by Mr. Wali (DP ID: 43400 / Client ID: 1204340000047288)

- "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. Ch G Krishna Murthy**, 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. N V Bhaskar Reddy Golla (DP ID:IN30394 /Client ID:12386287) proposed and seconded by Mr. Shanker Lal Ladda (DP ID: 44700 / Client ID: 1204470006510573)

- "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.

CHAIRMAN'S
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[Handwritten Signature]

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For GVK POWER & INFRASTRUCTURE LTD.

[Handwritten Signature]
PV Rama Seshu
Company Secretary

SPECIAL BUSINESS:

6. Appointment of Mrs. Ranjana Kumar as a Director:

The following **Ordinary Resolution** was proposed by Mr. Krishna Gopal Gupta (DP ID: 35200 / Client ID:1203520000023509) proposed and seconded by Mr. Mohammed Abdul Nayeem (DP ID:3500 / Client ID: 1203500000047251)

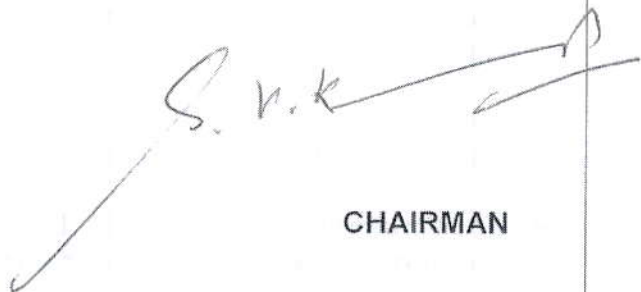
“RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956 read with Article 109 of the Articles of Association of the Company, **Mrs. Ranjana Kumar**, be and is hereby appointed as Director of the Company, whose period of office shall 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 : 14-08-2012



CHAIRMAN

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For GVK POWER & INFRASTRUCTURE LTD.



P. V. Rama Seshu
Company Secretary

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