

MINUTES OF THE 19TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GVK POWER & INFRASTRUCTURE LIMITED HELD ON MONDAY, THE 12TH AUGUST, 2013 AT 11.30 A.M. AT SRI SATYA SAI NIGAMAGAMAM, 8-3-987/2, SRINAGAR COLONY, HYDERABAD – 500073.

DIRECTORS PRESENT:

- | | |
|--------------------------------|------------------------------|
| 1. Dr. G V K 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. Dr. A Ramakrishna | Director |
| 6. Mr. S Balasubramanian | Director |
| 7. Mr. K N Shenoy | Director |
| 8. Mr. P Abraham | Director |
| 9. Mr. A Issac George | Director |

MEMBERS PRESENT

235 shareholders were present in person and 45 through Proxy.

After ascertaining that the requisite members were present to form the quorum, Dr. G V K Reddy, Chairman & Managing Director declared that the meeting is open. Chairman welcomed all the Shareholders, Proxies and Special Invitees to the 19th 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 2012-13 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
INITIAL



ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit & Loss Account for the year ended March 31, 2013 and the Reports of the Directors' and the Auditors' thereon.

The following **Ordinary Resolution** was proposed by Mr. Praful Chavda (DP ID:IN300239/Client ID:10915793) proposed and seconded by Mr. T Damoder (DP ID: IN302324 / Client ID: 10719629)

"RESOLVED THAT in terms of Section 210 and other applicable provisions, if any, of the Companies Act, 1956 the Balance Sheet as at March 31, 2013, and the Profit and Loss Account for the year ended on that date and the Reports of the Director's (along with the Corrigendum issued on 17-07-2013) 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 K Reddy, along with his relatives Mrs. G Indira Krishna Reddy, Mr. G V Sanjay Reddy and Mr. Krishna Ram Bhupal, 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 item 2.

2. **Re-appointment of Mr. Krishna Ram Bhupal as a Director:**


The following **Ordinary Resolution** was proposed by Mr. Wali Ur Rahman Sufi Mohammad (DP ID: 43400 Client ID: 1204340000047288) proposed and seconded by Mr. Arun Kumar Sharma (DPID : 38100 / Client ID: 1203810000120974)

"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. Krishna Ram Bhupal**, 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, Dr. A Ramakrishna, declared that above **Ordinary Resolution** was passed unanimously.

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For GVK POWER & INFRASTRUCTURE LTD.


R.V. Rama Seshu
Company Secretary

CHAIRMAN'S
INITIAL



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

3. Re-appointment of Mr. S Balasubramanian as a Director:

The following **Ordinary Resolution** was proposed by Mr. Marri Bal Reddy (DPID : IN302679 / Client ID: 33565720) proposed and seconded by Mr. Kamal Kishore (DPID: 30700 / Client ID: 1203070000031491)

"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. S Balasubramanian**, 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.

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

The following **Ordinary Resolution** was proposed by Mr. Afzal Ur Rahman Suf Mohd (DPID : 46300 / Client ID: 1204630001014773) proposed and seconded by Mr. MD Afzalur Rahman Sufi (Folio : GVK0146860)

"RESOLVED THAT M/s. S R Batliboi & Associates LLP (Firm Registration No.101049W), 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.

Vote of Thanks

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

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For GVK POWER & INFRASTRUCTURE LTD.

Place: Secunderabad

Date : 16-08-2013


P. Rama Sesthu
Company Secretary


CHAIRMAN

CHAIRMAN
INITIAL