



GVK Power & Infrastructure Ltd

CIN : L74999AP2005PLC059013.

Regd Office: "Paigah House", 156-159, Sardar Patel Road, Secunderabad, 500 003 India.

Ph . No. +91 (40) 2790 2663 / 2790 2664, Fax No. : +91 (40) 2790 2665, Email Id: cs.gvkpil@gvk.com Website: www.gvk.com

NOTICE

Sr.No. :

Name & Address :

Name(s) of the Joint Holder(s) if any :

Registered Folio No. / DP ID No. / Client ID No. / No. of shares held :

NOTICE is hereby given that the 21st Annual General Meeting of the members of GVK Power & Infrastructure Limited ("the Company") will be held on **Thursday, August 13, 2015 at 11.30 a.m. at Sri Satya Sai Nigamagmam, 8-3-987/2, Srinagar Colony, Hyderabad-500 073** to transact the following business:

Sr. No.	Resolution(s)
Ordinary Business:	
1.	Adoption of Audited financial statements for the year ended 31.03.2015.
2.	Appointment of G V Sanjay Reddy as a director retiring by rotation.
3.	Re-appointment of M/s S R Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors.
Special Business:	
Ordinary Resolution(s)	
4.	Appointment of K Balarama Reddi as an Independent Director up to 12th February 2020
5.	Appointment of Santha K John as an Independent Director up to 30th March 2020
6.	Appointment of Ch G Krishna Murthy as an Independent Director up to 12th February 2020
7.	Appointment of S Balasubramanian as an Independent Director up to 12th February 2020
Special Resolution(s)	
8.	Further issue of equity shares under Section 62 of the Companies Act,2013

By Order of the Board
For GVK Power & Infrastructure Ltd

P V Rama Seshu
GM & Company Secretary

Place : Hyderabad
Date : May 16, 2015

Registered Office:
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The Company has dispatched the Annual Report for the year 2014-15 including the Notice of the Annual General Meeting separately. The Annual Report is also available at the Company's website viz. www.gvk.com

The instructions for E-Voting are as under:

- i. To use the following URL for e-voting:
<https://evoting.karvy.com>
- ii. Enter the login credentials i.e., user id and password mentioned below this communication. Your Folio No/DP ID Client ID will be your user ID.

User ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	In case of shareholders who have not registered their email addresses, their User-Id and Password is printed below.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e., GVK Power & Infrastructure Ltd.
- vii. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- x. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail narenderg99@gmail.com
- xi. For the purpose of sending AGM notices, 10th July, 2015 has been taken as the initial cut-off date to determine the list of shareholders who are entitled to receive this notice as per the Act. However the voting rights shall be determined as per the number of equity shares actually held by the Member(s) as on Thursday, **August 6, 2015**, being the final cut off date. Members are eligible to cast vote electronically only if they are holding shares as on that date. Members who have acquired shares after the dispatch of the Annual Report and before the cut-off date may approach the Company/ Registrar for issuance of the User ID and Password for exercising their right to vote by electronic means.
- xii. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- xiii. The facility for voting through ballot shall also be made available at the AGM. Members attending the AGM and who have already not cast their vote by remote e-voting will only be able to exercise their right to vote at the AGM through a ballot paper
- xiv. The Portal will remain open for voting from: **09.00 a.m. on 10th August, 2015 to 5.00 p.m. on 12th August, 2015 (both days inclusive)**. The Company has appointed Mr. Narendar Gandhari, Practising Company Secretary, to act as scrutinizer, for conducting the scrutiny of the votes cast. The e-voting module shall be disabled by Karvy at 5.00 p.m on **12th August, 2015**
- xv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy Computershare Pvt Ltd at 040 67161500 or at 1800 345 4001 (toll free).
- xvi. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- xvii. The results of **voting (remote e-voting and voting through ballot)** will be announced by the Company in its website and also informed to the stock exchanges.

E-voting Details

EVENT	User ID	Password