



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

NOTICE

Registered Folio No./ DP ID No. / : DPID / FOLIO/CLID
Client ID No.

Sr.No. : BAL_NO

Name & Address : NAME
ADD1
ADD2
ADD3
ADD4
PIN : PINCODE

Name(s) of the Joint Holder(s) if any : JT1
JT2

No. of shares held : SHARES

NOTICE is hereby given that the 20th Annual General Meeting of the members of GVK Power & Infrastructure Limited ('the Company') will be held on **Wednesday, August 13, 2014 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)
<u>Ordinary Business:</u>	
1.	Adoption of Audited financial statements for the year ended 31.03.2014.
2.	Appointment of Mrs. G Indira Krishna Reddy as a director retiring by rotation.
3.	Re-appointment of M/s S R Batliboi & Associates as LLP, Chartered Accountants as Statutory Auditors.
<u>Special Business:</u>	
<u>Ordinary Resolution</u>	
4.	Appointment of Mr S Anwar as an Independent Director.
<u>Special Resolution(s)</u>	
5.	Re-appointment of Dr GVK Reddy as Chairman & Managing Director for a period of five years.
6.	To create charge/mortgage assets and undertakings of the Company under Section 180(1)(a) of the Companies Act,2013.
7.	To limit the borrowings up to Rs. 2000 Crores under Section 180(1)(c) of the Companies Act,2013
8.	To alter Articles of Association of the Company in conformity with the Companies Act,2013
9.	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 29, 2014

Registered Office:

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The Company has dispatched the Annual Report for the year 2013-14 including the Notice of the Annual General Meeting separately. The Annual Report is also available at the Company's website viz. www.gvk.com

NOTES:

E-Voting

The Company is pleased to provide e-voting facility to the shareholders of the Company through Karvy Computershare Pvt. Ltd. to enable them to cast their votes electronically on the items mentioned in the notice.

The Company has appointed Mr. Narender Gandhari, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **July 04, 2014 being the Cut-off date for the purpose**. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, may cast their vote electronically.

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. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- xii. The Portal will remain open for voting from: **09.00 a.m. on 06th August, 2014 to 5.00 p.m. on 8th August, 2014 (both days inclusive)**.
- xiii. 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 44655000 or at 1800 345 4001 (toll free).
- xiv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- xv. The results of e-voting will be announced by the Company in its website and also informed to the stock exchanges.

E-voting Details

EVENT	User ID	Password
EVENT_NO	USER_ID	PWD