



## GVK POWER & INFRASTRUCTURE LIMITED

CIN: L74999AP2005PLC059013

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

Ph No:+91 (040) 2790 2663 / 64.Fax No:+91(040) 2790 2665,

E-mail:cs.gvkpil@gvk.com / website: www.gvk.com

### Postal Ballot Notice

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management & Administration) Rules, 2014]

Dear Shareholder(s)

**Sub:** Approval for increase in the existing overall limits by Rs.5,000 Crore for making investments / giving loans/guarantees / providing securities in terms of Sec 186 of the Companies Act, 2013 read with Rule 13 of Companies (Meetings of Board and its Powers) Rules, 2014

Notice is hereby given pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) that the Company is seeking shareholders consent through a Postal Ballot to pass a resolution under Section 186 of the Companies Act, 2013.

The Board of Directors of your Company has appointed **Mr. G Narender**, Company Secretary in Whole-time Practice (Membership No: FCS-4898) of M/s Narender & Associates, Company Secretaries, Hyderabad as **Scrutinizer** for conducting the Postal Ballot process (including e-voting) in a fair and transparent manner.

The Company is pleased to provide Electronic Voting (hereinafter referred to as "e-voting") facility to its Members as an alternative mode to cast their votes electronically, instead of replying in physical Postal Ballot Form through post. The Company has engaged the services of **M/s Karvy Computershare Pvt Ltd (KCPL)** to provide e-voting facility. It may be noted that e-Voting is optional. In case a member votes through e-voting facility, he/she is not required to send the physical Postal Ballot Form. If a member votes through e-voting facility and sends his vote through physical postal ballot as well, the vote casted through e-voting facility shall only be considered and the voting through physical Postal Ballot will not be considered by the Scrutinizer.

The e-voting facility is available at Website <https://www.evoting.karvy.com>. Please refer the instructions for e-voting given along with this Notice for the process and manner in which e-voting can be carried out.

The e-voting period commences on Wednesday, 8<sup>th</sup> June, 2016(9.00 a.m.) and ends on Thursday,7<sup>th</sup> July, 2016 (5.00 p.m). During this period, shareholders of the Company, holding shares either in physical form or dematerialized form, as on the cutoff date being, 27<sup>th</sup> May, 2016, may cast their votes electronically. The e-voting module shall be disabled by KCPL for e-voting thereafter. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being, 27<sup>th</sup> May, 2016. The shareholders opting to vote through physical Postal Ballot Form are requested to carefully read the instructions given overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer on or before the close of working hours on Thursday,7<sup>th</sup> July,2016. It is further brought to your notice that as per the provisions of the Rule 22(12) of the said Rules, postal ballots, giving consent or dissent received after thirty days from the date of dispatch of this notice (i.e. after Thursday, 7<sup>th</sup> July, 2016) shall be treated as the reply from the member has not been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the voting received in electronic and physical modes. The result of the voting will be announced by the Chairman or any person authorized by him on 8<sup>th</sup> July, 2016 at the Registered Office of the Company. The said results would be intimated to the Stock Exchanges where the shares of the Company are listed and will be placed along with the Scrutinizer's report on the Company's website viz: [www.gvk.com](http://www.gvk.com) and KCPL's website viz: [www.evoting.karvy.com](http://www.evoting.karvy.com)

### DRAFT RESOLUTIONS

#### Item No.1:

To consider and if thought fit, to pass with or without modification(s), the following resolution, as a **Special Resolution**:

"RESOLVED THAT in furtherance of the special resolution passed by the shareholders, at their EGM held through a postal ballot dated 11<sup>th</sup> December, 2010 and pursuant to the provisions of section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014, approval of the shareholders be and is hereby accorded to the company to enhance the existing overall limit by another Rs.5,000 Crore (i.e. from Rs.10,000 Crore to Rs.15,000 Crore) so as to make investments / give guarantees / provide securities in connection with the bidding / acquiring / negotiating / implementing the existing / new projects being under taken / implemented by the company directly or through its one or more subsidiaries / step down subsidiaries / associate companies / group companies in connection with various financial obligations / commitments of the company subsidiaries / step down subsidiaries / associate companies / group companies for the ongoing or future projects provided that the aggregate value of such investments to be made / securities to be provided / guarantees to be given, together with such investments made / loans and guarantees given / securities provided already shall not exceed the overall enhanced limit of Rs.15,000 Crore, notwithstanding the fact that the limits prescribed under section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company/Project Sub-committee of the Board be and is hereby authorized to exercise these powers, from time to time, up to the limits as stated above including the powers to transfer / dispose of the investments in subsidiaries / step down subsidiaries / associate companies / group companies in one or more tranches and the committee shall periodically report to the Board of Directors on the aggregate value of the powers so exercised."

"RESOLVED FURTHER THAT Dr. GVK Reddy, Chairman & Managing Director, Mr. G V Sanjay Reddy, Vice Chairman, Mr. Krishna Ram Bhupal, Director, Mr. A Issac George, Director & Chief Financial Officer, Mr. P V Rama Seshu, AVP & Company Secretary and Mr. Sanjeev K Singh, Authorized Signatory of the Company (hereinafter referred to as the ("Authorized Officers") be and are hereby severally authorised to approach Financial Institutions, Bank(s) and such other Lending Agencies and to negotiate, agree and finalise the terms and conditions and also to execute, sign (including amendments, modifications, alterations if any) the required Loan Agreements, Security Documents, MOUs, Deeds, writings and to offer and provide Share Pledges, Counter / Corporate Guarantees, Bank Guarantees, Letter of Credit, Undertakings in connection with various financial obligations and other commitments of the Company, its subsidiaries, associates and other group companies for the ongoing or future projects which are engaged / to be engaged in infrastructure and other fields and also to offer and provide such securities as may be required by the Lenders, from time to time, by whatever name called, for and on behalf of the Company."

"RESOLVED FURTHER THAT the Common Seal of the Company be affixed on such of the above documents, undertakings, instruments and writings, as may be required by the Lenders or authorities, in the presence of any one of the aforesaid Authorised Officers of the Company, who shall counter sign the same in token thereof."

By order of the Board  
For GVK Power & Infrastructure Limited

Place: Hyderabad  
Date: 20-05-2016

P V Rama Seshu  
AVP & Company Secretary

#### Notes:

1. Explanatory Statement for the proposed resolution mentioned above, pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out material facts is appended herein below.
2. The notice of Postal Ballot is being sent to all the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on Friday, May 27, 2016.
3. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, May 27, 2016.
4. Members who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and to others are being sent by Courier along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link [www.gvk.com](http://www.gvk.com) or <https://evoting.karvy.com> or seek duplicate Postal Ballot Form from M/s.Karvy Computershare Private Limited, Unit: GVK Power & Infrastructure Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, fill in the details and send the same to the Scrutinizer. The date of completion of dispatch of Notice will be announced through advertisement in newspapers.

Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self-addressed and postage prepaid envelope so as to reach the Scrutinizer on or before July07, 2016, at the following address:

G Narender  
Scrutinizer  
C/o M/s. Karvy Computershare Private Limited  
Unit: GVK Power & Infrastructure Limited  
Karvy Selenium Tower B, Plot 31-32  
Gachibowli, Financial District  
Nanakramguda, Hyderabad – 500032

5. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 44 under Chapter IV of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company offers e-voting option to the Members as an alternative to enable them to cast their votes. For this purpose, the Company has engaged M/s.Karvy Computershare Private Limited, for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

The instructions for Members for e-voting are as under:

#### (a) In case of Members receiving e-mail from M/s.Karvy Computershare Private Limited:

- i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the Postal Ballot Form. Your Folio/DP ID and Client ID will be yourUser-ID.

User ID:	For Members holding shares in Demat Form: a) For NSDL : 8 Characters DP ID followed by 8 Digits Client ID b) For CDSL : 16 digits beneficiary ID For Members holding shares in Physical Form: Event Number followed by Folio Number registered with the Company.
Password:	Your Unique password is printed on the Postal Ballot Form
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) Please contact the toll free No.18003454001 for any further clarifications.
- iv) Members can cast their vote online from June 08, 2016 from 9:00 a.m. to July07, 2016 till 5:00 p.m.
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu, wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#). Kindly note that this password can be used by the Demat holders for voting relating to any other Company on which they are eligible to vote, provided that Company opts for e-voting through M/s.Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile, email ID etc., on 1<sup>st</sup> 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.
- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the Event i.e., "GVK Power & Infrastructure Limited.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the options FOR/AGAINST for voting. Enter the number of shares (which represents number of votes) under FOR/AGAINST or alternatively 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. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xi) Once you CONFIRM your vote on the resolution, you will not be allowed to modify your vote.
- xii) Corporate/Institutional Members (Corporate/FIs/Trusts/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to Mr. G. Narender, Practising Company Secretary at narenderg99@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name\_ Event no."

**(b) In case of Members receiving Postal Ballot Form by Post:**

- (i) Initial Password is provided as below / at the bottom of the Postal Ballot Form.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to (xiii) of (a) above, to cast vote.

- (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of <https://evoting.karvy.com> or contact M/s.Karvy Computershare Private Limited at the Telephone No.: (Toll Free No.: 18003454001)

(d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

6. Members who have registered their e-mail id either with the Depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail id will receive Notice of Postal Ballot along with Postal Ballot Form through post. The Members can also seek duplicate Postal Ballot Form from M/s.Karvy Computershare Private Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 or Registered Office of the Company i.e. "Paigah House", 156-159, Sardar Patel Road, Secunderabad 500 038
7. **Kindly note that the Members can opt for only one mode of voting i.e. either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case Members cast their vote by both Physical Postal Ballot and e-voting, then voting done through valid Physical Postal Ballot shall prevail and voting done by e-voting will be treated as invalid.**
8. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours i.e.5:00 p.m. on July07, 2016. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. Assent / Dissent received after July 07, 2016 would be strictly treated as if reply from the Members has not been received.
9. The voting period ends on the close of working hours (i.e. 5:00 p.m.) on July 07, 2016. The e-voting module for voting shall also be disabled by M/s.Karvy Computershare Private Limited thereafter.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on May 27, 2016.
11. The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company within seven days after completion of the scrutiny of the Postal Ballot Forms and the result of Postal Ballot along with the Scrutinizer's Report will be announced on July 8, 2016 and the same shall be placed on the Company's website [www.gvk.com](http://www.gvk.com) and also on the website of M/s.Karvy Computershare Private Limited i.e. <https://evoting.karvy.com> and shall be communicated to the stock exchanges where the Company's shares are listed. In the event, the resolution is assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolution.
12. The Board of Directors has appointed Dr. GVK Reddy, Chairman & Managing Director and Mr. P V Rama Seshu, AVP & Company Secretary of the Company as the designated persons responsible for the entire Postal Ballot process.
13. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Sunday and other holidays, between 9.00 a.m. and 11.00 a.m. up to the date of declaration of results of Postal Ballot i.e. July 08, 2016.

**Explanatory Statement**

(Pursuant to Section 102 of the Companies Act, 2013)

**Item No: 1**

GVK Power & Infrastructure Limited (GVKPIL or the company), being a holding company / ultimate parent company in "GVK", is required to make investments / provide securities / give guarantees to lenders / regulatory authorities / others for and on behalf of one or more of its subsidiaries / step down subsidiaries / associate companies, from time to time, for bidding / acquiring / implementation of various projects viz., existing / under development / upcoming projects. The shareholders of the company had, through a postal ballot dated 11<sup>th</sup> December, 2010 passed necessary resolutions under the erstwhile Companies Act, 1956, approving an overall limit of Rs.10,000 Crore to be exercised by the Company. Since then, the company has been judicially utilizing these limits through its Board / its Committee.

It may be noted that as on 31<sup>st</sup> March, 2016, the company had utilized this limit upto Rs.9,960.68 Crore in aggregate, which includes the investments made / loans / guarantees given and securities provided to its subsidiaries and other group companies. That leaves a marginal balance of Rs.39.32 Crore. Given the increase in Dollar Vs INR parity since then and other compelling financial obligations to lenders, this limit is proposed to be increased by another Rs.5,000 Crore.

It is pertinent to note that, the Company, being the ultimate parent / holding company, is required to invest in equity, provide guarantees in the form of equity support / corporate guarantees / sponsor / shortfall undertakings, to name a few, apart from providing the security in the form of share pledge etc., to each of its subsidiary / associate companies which are implementing the projects.

Normally, some of these guarantees stands cancelled automatically if the company is not shortlisted after the bids are opened and in the event, we are selected as a successful bidder then these guarantees would remain valid for a longer time or proportionately gets reduced to the extent of the loans repaid, from time to time, as the case may be.

Since, the investments to be made, the guarantees to be given and securities to be provided, together with the existing limits already utilized are likely to exceed the present overall limits, the company proposes to obtain the prior approval of shareholders by means of a special resolution. Further, in terms of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Meetings of the Board and its Powers) Rules, 2014, the company shall obtain approval of the Shareholders, on such notified items, only by means of a resolution passed through a Postal Ballot.

The Board of Directors of your company at its meeting held on 20<sup>th</sup> May, 2016 had approved this proposal subject to your approval. Accordingly, the resolution as set out in item No.1 of the notice is placed for your approval through Postal Ballot. Your Directors recommend the approval of proposed resolution in the best interest of the company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at item No. 1 of the Notice.

By order of the Board  
For GVK Power & Infrastructure Limited

Place: Hyderabad  
Date: 20-05-2016

P V Rama Seshu  
AVP & Company Secretary



## GVK POWER & INFRASTRUCTURE LIMITED

CIN: L74999AP2005PLC059013

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

Ph No:+91 (040) 2790 2663 / 64,Fax No:+91(040) 2790 2665,

E-mail:cs.gvkapil@gvk.com / website: www.gvk.com

### POSTAL BALLOT FORM

Serial No. :

1. Name and registered address of the :  
sole / first named Member/Beneficial  
Owner as registered with the Company  
(In BLOCK LETTERS)

2. Name(s) of the joint Member(s), if any :  
registered with the Company (In  
BLOCK LETTERS)

3. Registered Folio No./ DP ID No./ :  
Client ID\*  
\*Applicable for investors holding  
shares in dematerialized form

4. Number of shares held :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 20th May, 2016 by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below

Sl.No.	Description	No. of Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special resolution: For increasing the overall limits under Sec 186 of the Companies Act,2013 by another Rs.5,000 Crore (from Rs.10,000 Crore to Rs.15,000 Crore)			

Date :

Place :

\_\_\_\_\_  
(Signature of the Member)

#### ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PASSWORD/PIN

NOTE:

1. Kindly read the instructions printed overleaf before filling the form
2. last date for receipt of the postal Ballot forms by the Scrutinizer is July 7,2016 (5.00 p.m)

## INSTRUCTIONS

1. A Member desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Member(s) will also be accepted.
2. Please convey your assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed Business Reply Envelope bears the postal address of the Scrutinizer appointed by the Company.
4. The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the Company/ RTA or Depository Participants, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member.
5. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer (i.e., Mr. G Narender, Practicing Company Secretary), appointed by the Company so as to reach the Scrutinizer, (C/o **M/s. Karvy Computershare Private Limited**), Unit: **GVK Power & Infrastructure Limited**, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032) not later than the close of working hours on or before July 07, 2016 (i.e. 5:00p.m.). Postal Ballot Forms received after this date will be strictly treated as if the reply from such members has not been received.
7. A Member can apply for duplicate Postal Ballot Form through an email at [einward.ris@karvy.com](mailto:einward.ris@karvy.com), if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before July 07, 2016 (i.e. 5:00p.m.). For any clarification(s), please contact M/s. Karvy Computershare Private Limited on toll free number: 1800 3454001.
8. The right of voting by Postal Ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing mediums like pencil.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of member(s) on the cut-off date i.e. May 27, 2016.
11. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
14. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
15. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice.
16. The Result along with Scrutinizer's Report of the Postal Ballot shall be announced on July 8, 2016 and also will be placed on the Website of the Company.