



GVK POWER & INFRASTRUCTURE LIMITED

Registered Office: 503 - 504, Pragathi Towers, 26, Rajendra Place, New Delhi - 110 008
Corporate Office: "Paigah House", 156-159, Sardar Patel Road, Secunderabad - 500 003



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Registered Office: 503 - 504, Pragathi Towers, 26, Rajendra Place, New Delhi - 110 008
Corporate Office: "Paigah House", 156-159, Sardar Patel Road, Secunderabad - 500 003

NOTICE

Dear Shareholder(s)

- Sub: i) Change of Registered Office from "NCT of Delhi" to the "State of Andhra Pradesh"
ii) Sub-division of every equity share of Rs.10/- each into 10 (Ten) equity shares of Re.1/- each.
iii) Resolutions by Postal Ballot

Ref: Notice pursuant to Section 192A of the Companies Act, 1956.

Change of Registered Office: Your Company proposes to change its registered office from the "National Capital Territory of Delhi" to the State of "Andhra Pradesh" to carry on its business more economically and more efficiently in the dynamic infrastructure sector. In terms of Section 17(1) of the Companies Act, 1956 change of registered office of a Company from one State to another requires approval of the Shareholders by way of a Special Resolution and also a confirmation from the Company Law Board.

Sub-division of equity shares (Stock Split): With a view to provide more liquidity and encourage active participation of the retail investors, it is also proposed to sub divide (i.e. Stock Split) the nominal value of each equity share of your Company from Rs.10 (Ten) per share to Re.1 (One) per share. As a result, Clause V of the Memorandum of Association of the Company is required to be amended to reflect the change in nominal value of equity shares.

The date on which this sub-division would become effective, will be decided by your Board of Directors or its Committee and the same will be notified through the Stock Exchanges after completing the required formalities in this regard. In terms of provisions of Sections 16, 94 of the Companies Act, 1956, your approval is necessary for the said sub-division and consequential changes to the Memorandum of Association of the Company by way of a special resolution.

As per Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 consent of the Shareholders is required to be obtained by means of a Postal Ballot for changing the registered office from one State to another and for the sub-division of equity shares etc.

Accordingly, draft Special Resolutions and Explanatory Statement for each of the proposals are being sent to you along with a Postal Ballot Form for your consideration. The Board of Directors has appointed **Mr. G Narendra**, FCS a Practising Company Secretary as the **Scrutiniser** for conducting the Postal Ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot form and return the form duly completed and signed in the attached self-addressed, postage prepaid business reply envelope, so as to reach the Scrutiniser **before the closing of working hours (1730 hrs.) on Wednesday, the 16th January, 2008**. Please note that any postal ballot form(s) received after the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutiniser will submit his report to the Chairman & Managing Director of the Company after completion of the scrutiny of the postal ballots. The results will be announced by the Chairman & Managing Director or any Director of the Company on **Friday, the 18th January, 2008 at 11.30 a.m.** at the Corporate Office of the Company at "Paigah House", 156-159, Sardar Patel Road, Secunderabad - 500 003. The results of the Postal Ballot will also be displayed at the Registered / Corporate Office besides communication to the Stock Exchanges where the Company's shares are listed.

The following draft resolutions being Special Resolution shall be declared as passed if votes cast in favour of the resolution exceeds by three fourths majority of the votes cast against the resolution.

DRAFT SPECIAL RESOLUTIONS

1) Change of Registered Office from one State to another:

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

"RESOLVED THAT pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 and subject to confirmation by the Company Law Board, Northern Region Bench, New Delhi approval of the Shareholders be and is hereby accorded to change the registered office of the Company from "NCT of Delhi" to the "State of Andhra Pradesh," and that Clause II of the Memorandum of Association be altered by substituting the words "State of Andhra Pradesh" in place of "NCT of Delhi".

"RESOLVED FURTHER THAT Mr. G V Krishna Reddy, Chairman & Managing Director, Mr. G V Sanjay Reddy, Mr. Somanadri Bhupal, Directors, Mr. A Issac George, Chief Financial Officer and Mr. P V Rama Seshu, Company Secretary of the Company be and are hereby severally authorised to file petition(s) along with other required documents, affidavits, vakalatnamas, papers, powers of attorneys etc., before the Company Law Board, Northern Region Bench, New Delhi and if need be, to appoint authorised representative to appear for and represent the Company before the Company Law Board and are also hereby severally authorised to file necessary documents with the Registrar of Companies, NCT of Delhi & Haryana for giving effect to these resolutions and also to do such of acts, deeds and things as may be necessary in this regard, whether ancillary or incidental thereto."

2) Sub-division of equity shares:

"RESOLVED THAT pursuant to the provisions of Sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 and Article 65 of the Articles of Association of the Company and subject to such of the approvals / permissions / sanctions as may be necessary from the relevant authorities, approval of the Shareholders be and is hereby accorded to the Board of Directors (herein after referred to as "the Board" which term shall also include any Committee thereof), for sub-division of each and every equity share of the Company of the nominal value of Rs.10/- (Rupees Ten) each fully paid up into 10 (Ten) equity shares of Re.1/- (Rupee One) each fully paid up and consequently, the existing authorised share capital of the company of Rs.177,25,00,000 divided into 17,72,50,000 equity shares of Rs.10/- each stands sub-divided and shown as Rs.177,25,00,000 divided into 177,25,00,000 equity shares of Re.1/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956 the Memorandum of Association of the Company be and hereby altered by substituting the following words and figures in place of existing Clause V:

1. Name and registered address of the sole /first named Member (In BLOCK LETTERS)

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

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

4. Number of shares held

5. I / We hereby exercise my / our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company 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	Please tick (✓) in the appropriate box below
1	Special Resolution pursuant to Section 17 read with Section 192A of the Companies Act, 1956 for change of registered office from NCT of Delhi to the State of Andhra Pradesh and also for altering the Situation Clause of the Memorandum of Association of the Company.		I / We assent to the resolution (FOR) I / We dissent to the resolution (AGAINST)
2	Special Resolution pursuant to Sections 16, 94 read with Section 192A of the Companies Act, 1956 to sub divide (i.e. Stock Split) the nominal value of each equity share from Rs.10 (Ten) per share into Re.1 (One) per share and also for making the consequential changes to Clause V of the Memorandum of Association of the Company.		I / We assent to the resolution (FOR) I / We dissent to the resolution (AGAINST)

Place :

Date :

Signature of the Member
(Refer Instruction No: 4 overleaf)

Note: Please read the instructions printed overleaf carefully before exercising your vote.



“The Authorised Share Capital of the Company is Rs.177,25,00,000/- (Rupees One hundred seventy seven crores twenty five lakhs) divided into 177,25,00,000 equity shares of Re.1/- (Rupee One) each”.



“RESOLVED FURTHER THAT Mr. G V Krishna Reddy, Chairman & Managing Director, Mr. G V Sanjay Reddy, Mr. Somanadri Bhupal, Directors, Mr. A Issac George, Chief Financial Officer and Mr. P V Rama Seshu, Company Secretary of the Company be and are hereby severally authorised to take such of the action, execute / sign the necessary documents, provide information, file returns etc., to the Registrar of Companies / Stock Exchanges / Depositories and also obtain the necessary approvals, if any, from the concerned authorities and for the purpose of giving effect to these resolutions, the Board or its Committee be and is hereby authorised to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and to issue new share certificates, wherever required, in cancellation of existing shares, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960 and the Articles of Association of the Company and to settle any question that may arise in this regard and to finalise and execute all documents, deeds, and writings as may be necessary, with such of the relevant regulatory authorities.”

**By order of the Board
For GVK Power & Infrastructure Limited**

Place: Hyderabad
Date : 06-12-2007
**P V Rama Seshu
Company Secretary**

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND 192A OF THE COMPANIES ACT,
1956 FOR THE PROPOSED SPECIAL RESOLUTIONS**

Item No: 1

You are aware that the main objects of Company are to make investments in various projects engaged in providing infrastructure facilities like Power, Expressways and Airports and other sectors like Aviation, SEZ etc and also to undertake the operations and maintenance of the said projects. Each of the projects is implemented / being implemented through Special Purpose Vehicles which are located across the Country. Currently, the Registered Office of the Company is situated at New Delhi, within the National Capital Territory of Delhi and the Corporate Office is situated at Hyderabad, in the State of Andhra Pradesh.

Further, the Corporate Office at Hyderabad is the place from where all the policy decisions are being taken by your management. For strategic reasons and also for administrative convenience, it would be more convenient and advantageous to the Company to have its registered office in the State of Andhra Pradesh instead of Delhi. This would also facilitate the Company to carry on its business more economically and more efficiently. To achieve this objective, it is proposed to change the registered office of the Company from the National Capital Territory of Delhi to the State of Andhra Pradesh.

In terms of Section 17 and other applicable provisions, if any, of the Companies Act, 1956, change of registered office from one State to another is subject to approval of the Shareholders and also confirmation from the Company Law Board. As per Section 192A of the Companies Act, 1956 your approval is being sought through Postal Ballot for passing a Special Resolution as set out in the Notice. Accordingly, your Board recommends the above resolutions for your approval.

None of the Directors is interested in the above resolution except to the extent of their respective shareholding.

Item No: 2

You are aware that the equity shares of your Company are listed on the National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE) and the shares are actively traded on both the exchanges. Current market price of your scrip has reached its highest levels since listing.

With a view to provide more liquidity and encourage active participation of the retail investors, your Company proposes to sub divide (i.e. Stock Split) the nominal value of each equity share from Rs.10 (Ten) per share into Re.1 (One) per share. As a result, Clause V of the Memorandum of Association of the Company is also required to be amended to reflect the change in nominal value of equity shares. The date on which this sub-division would become effective, will be decided by your Board of Directors or its Committee and the same will be notified through the Stock Exchanges after completing the required formalities in this regard.

In terms of the provisions of Sections 16, 94 of the Companies Act, 1956, your approval is necessary for the said sub-division and consequential changes to the Memorandum of Association of the Company by way of a special resolution. Accordingly, your Board recommends the above resolutions for your approval through Postal Ballot for passing a Special Resolution as set out in the Notice.

None of the Directors is interested in the above resolution except to the extent of their respective shareholding.

**By order of the Board
For GVK Power & Infrastructure Limited**

Place: Hyderabad
Date : 06-12-2007
**P V Rama Seshu
Company Secretary**

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the corporate office of the Company in the enclosed postage pre-paid self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expense of the Registered Shareholder will also be accepted.

2. The self-addressed envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.

3. Please convey your assent / dissent in this Postal Ballot Form only. The consent or otherwise received in any other Form shall not be considered valid.

4. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held on physical form or dematerialised form respectively) by the first named Shareholder and in his absence, by the next named joint holder.

In case of shares held by body corporate, the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant authorisation to vote on the Postal Ballot. In the absence of such authorisation, such Postal Ballot will be rejected.

5. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.

6. Unsigned Postal Ballot Forms will be rejected.

7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on **16th January, 2008**. All Postal Ballot Forms received after this date will be treated as if reply from such shareholder has not been received.

8. Members are requested not to send any other matter along with the postal ballot form in the enclosed postage pre-paid self addressed envelope. The Scrutiniser would destroy any extraneous paper found in such envelope.

9. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders on the date of despatch of the notice.

10. A member need not use all his votes nor he needs to cast all his votes in the same way.