



## GVK POWER & INFRASTRUCTURE LIMITED

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

### POSTAL BALLOT FORM

- Name and registered address of the sole / first named Member  
(In BLOCK LETTERS)
- Name(s) of the joint Member(s), if any (In BLOCK LETTERS).
- Registered Folio No: / DP ID / Client ID\*.  
\*Applicable to investors holding shares in dematerialized form
- 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 by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

SI No	Description	No. of Shares		Please tick (✓) in the appropriate box below
1	Special Resolution pursuant to Section 81(1A) read with Section 192A of the Companies Act, 1956 to raise funds through FCCBs / FCEBs / QIP / Equity / Convertible Warrants / Debentures.		I / We assent to the resolution <b>(FOR)</b>	<input type="checkbox"/>
			I / We dissent to the resolution <b>(AGAINST)</b>	<input type="checkbox"/>

Place : Hyderabad  
Date :

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

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



## GVK POWER & INFRASTRUCTURE LIMITED

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

### NOTICE

Dear Shareholder(s)

Sub: To raise funds - Resolutions by Postal Ballot - Reg.

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

The Company proposes to raise funds up to an amount of Rs.1,800 crores (Rupees One Thousand Eight Hundred Crores only) through FCCBs / FCEBs / QIP / Equity / Convertible Warrants / Debentures etc., to invest in the existing / expansion / new projects under operations / under development / new ones which are being implemented through subsidiaries / associate Companies and also for acquisition of existing and / or new business / projects and to meet other financial obligations of the Company.

In terms of sections 81(1A) and 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 of the Companies Act, 1956, raising of funds through equity / debt requires the approval of shareholders by way of a Special Resolution, through a postal ballot.

Accordingly, a draft Special Resolution and Explanatory Statement for the above proposal is being sent to you along with a Postal Ballot Form for your consideration. The Board of Directors has appointed **Mr. G Narender**, 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 envelop, so as to reach the Scrutiniser **before the closing of working hours (1730 hrs.) on Friday, the 20<sup>th</sup> November, 2009**. 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 **Saturday, the 21<sup>st</sup> November, 2009 at 11.00 a.m.** at the Registered Office of the Company at "Paigah House", 156-159, Sardar Patel Road, Secunderabad - 500 003. The results of the Postal Ballot will also be communicated to the Stock Exchanges where the Company's shares are listed.

The following draft resolutions being a 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 RESOLUTION

##### To raise funds:

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 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, as amended or restated (the "Companies Act"), the listing agreements with each of the stock exchanges where the Company's equity shares are listed and the provisions of the Foreign Exchange Management Act, 1999, as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended or restated, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, as amended or restated, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), as applicable and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated, and the Memorandum and Articles of Association of the Company, as amended, and subject to such approvals, consents, permissions and sanctions, if any, of the Government of India, the Reserve Bank of India (the "RBI"), the Foreign Investment Promotion Board (the "FIPB) the Securities and Exchange Board of India (the "SEBI"), the relevant Registrar of Companies, the relevant stock exchanges and any other regulatory authority as may be required under applicable law or regulation, and subject to such conditions as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the board of directors of the Company (the "Board", which term shall be deemed to include any committee constituted or to be constituted by the Board, or any person(s) authorised by the Board or its committee for such purposes), consent of the Board of the Directors be and is hereby accorded to create, offer, issue and allot in the course of either one or more international offering(s), in one or more foreign markets and/or in the course of one or more domestic offering(s) in India, including by way of a qualified institutions placement under the ICDR Regulations ("QIP"), such number of equity shares and/or any securities linked to, convertible into or exchangeable for equity shares including without limitation through Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or non-convertible debentures (or other securities) with warrants and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date and/or Foreign Currency Convertible Bonds ("FCCBs") and/or Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/instruments/warrants, convertible into or exchangeable for equity shares at the option of the Company and/or the holders of the security(ies), and/or securities linked to equity shares, (hereinafter collectively referred to as the "Securities"), in one or more tranches, whether rupee-denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s), preferential issue(s), private placement(s) or any combination thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount in one or more offering(s) and/or in one or more tranches, not exceeding **Rs.1800 Crores** (Rupees One Thousand Eight Hundred Crores Only) (inclusive of any green shoe option), either by way of offer for sale or a sponsored issue of Securities (by one or more existing shareholders of the Company) or through a fresh issue of Securities or in any combination thereof, and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and wherever necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company.



“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, have all or any terms, or combination of terms, in accordance with domestic and/or international practice, including, but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities.

“RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and/or at the place of issue of the Securities in international capital markets and shall be governed by the applicable domestic/foreign laws and regulations.

“RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for the issue, upon conversion of the Securities, of equity shares of the Company in registered or bearer form with such features and attributes as are prevalent in International capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the norms and practices prevalent in international capital markets.

“RESOLVED FURTHER THAT the Securities may be redeemed and/or converted into and/or exchanged for the equity shares of the Company, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares of the Company, as may be required to be issued and allotted upon conversion, exchange, redemption or cancellation of any of the Securities or as may be necessary in accordance with the terms of the offering(s), and all such equity shares shall rank pari passu with the existing equity shares of the Company in all respects, except such right as to dividend as may be provided under the terms of the issue and in the offer document, if any.

“RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities by way of FCCBs/FCEBs/QIP/Equity/Convertible Warrants/Debentures or by way of any preferential issue(s) shall be the date as specified under the applicable law or regulation.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and/or things, including, but not limited to, finalization and approval of the preliminary as well as the final document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, the number of the Securities to be allotted, the issue price, the face value, the premium amount on the issued/conversion/exchange of the Securities, if any, the rate of interest/the execution of various transaction documents/ creation of mortgage/charge in accordance with the Companies Act, 1956 in respect of any Securities, either on a pari passu basis or otherwise, as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in relation to the issue, offer or allotment of the Securities, including amending the terms of the Securities and subject to applicable law, for the utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent and that the members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board and other designated officers of the Company, be and are hereby severally authorised to make all filings including as regards the requisite listing application/prospectus/offer document/registration statement or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the stock exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary, in the presence of any one of the Directors or the Company Secretary of the Company.”

By order of the Board  
For GVK Power & Infrastructure Limited

Place: Hyderabad  
Date: 14-10-2009

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 RESOLUTION

At an Extraordinary General Meeting of the Company held on 30th June, 2009 you have authorised the company to issue further equity up to an amount not exceeding Rs.2,500 Crores through Qualified Institutional Placement (QIP) in one or more tranches. Keeping the then market conditions in view, your company had decided to raise funds only to the extent of its immediate requirements and accordingly restricted the QIP issue to around Rs.700 Crores and wait for some more time to raise the remaining funds.

As the market conditions have improved since then, it is now proposed to utilize the balance funds up to an amount of Rs.1800 Crores by raising funds through Foreign Currency Convertible Bonds (FCCBs) / Foreign Currency Exchangeable Bonds (FCEBs) / QIP / Equity / Convertible Warrants / Debentures or such other permissible modes, in one or more tranches, in consultation with the lead managers, advisors or such other consultants on such terms and conditions as may be stipulated under the applicable regulations. The funds thus raised would be invested in existing / expansion / new projects under operations / under development / new ones which are being implemented through subsidiaries / associate Companies as well as to meet other financial obligations of the company.

In terms of sections 81(1A) and 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 of the Companies Act, 1956, raising of funds through equity / debt requires the approval of shareholders by way of a Special Resolution, through a postal ballot. Accordingly, your Board recommends the above 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: 14-10-2009

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 Scrutiniser 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 **20<sup>th</sup> November, 2009**. 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.