

26<sup>th</sup> August, 2019

Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, Rotunda Building,  
P J Towers, Dalal Street, Fort  
Mumbai 400 013

National Stock Exchange of India Ltd  
Exchange Plaza  
5<sup>th</sup> Floor, Plot No: C/1,G Block  
Bandra East, Mumbai – 400 051.

Dear Sir,

**Sub: Notice of 25<sup>th</sup> Annual general Meeting (AGM)**

**Ref: BSE 532708; NSE: GVKPIL**

Please find enclosed herewith notice of the 25<sup>th</sup> AGM of the Company to be held on Wednesday, 25<sup>th</sup> September, 2019 at 11:30 a.m. at Sri Satya Sai Nigamagmam, 8-3-987/2, Sri Nagar Colony, Hyderabad-500 073

Accordingly, Register of Members and Share transfer books of the Company will remain closed from **Monday, the 23<sup>rd</sup> September, 2019** to **Wednesday, the 25<sup>th</sup> September, 2019** (both days inclusive) for the purpose of AGM of the Company.

This is for your information please.

Thanks & regards,

**For GVK Power & Infrastructure Ltd**



**P V Rama Seshu**  
**AVP & Company Secretary**



## Notice

Notice is hereby given that the 25th Annual General Meeting of the members of GVK Power & Infrastructure Limited (CIN:L74999TG2005PLC059013) will be held on **Wednesday, September 25, 2019 at 11:30 a.m.** at Sri Satya Sai Nigamagmam, 8-3-987/2, Srinagar Colony, Hyderabad - 500 073 to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2019 and the Report of the Board of Directors ('the Board') and the auditors thereon.
2. To appoint a director in place of Mr. G V Sanjay Reddy (DIN 00005282), who retires by rotation and, being eligible, seeks re-appointment.

### SPECIAL BUSINESS:

#### **3. 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 149 and other applicable provisions of the Companies Act, 2013 read with Article 109 of the Articles of Association of the Company and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, Dr. GVK Reddy (DIN:00005212) was appointed as an Additional (Non-executive) Director of the Company and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT P V Rama Seshu, AVP & Company Secretary of the Company be and is hereby authorised to intimate the concerned Regulatory Authorities for giving effect to this resolution."

#### **4. 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Ch G Krishna Murthy (DIN: 01667614), who meets the criteria for independence as per the relevant provisions of the Act and Listing Regulation, 2015 and who has submitted a declaration to that effect, was appointed as an Additional (Independent) Director of the Company by the Board of Directors with effect from 25 April, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 25th April, 2019 to 24th April, 2024."

"RESOLVED FURTHER THAT P V Rama Seshu, AVP & Company Secretary of the Company be and is hereby authorised to intimate the concerned Regulatory Authorities for giving effect to this resolution."

#### **5. 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16 and amended Regulation 17(1A) of the Listing Regulations, 2015, Mr. S Balasubramanian (DIN: 02849971), who meets the criteria for independence as per the relevant provisions of the Act and Listing Regulation, 2015 and who has submitted a declaration to that effect, was appointed as an Additional (Independent) Director of the Company by the Board of Directors with effect from 25 April, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 25th April, 2019 to 24th April, 2024."

"RESOLVED FURTHER THAT P V Rama Seshu, AVP & Company Secretary of the Company be and is hereby authorised to intimate the concerned Regulatory Authorities for giving effect to this resolution."

**6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Mr. Anumolu Rajasekhar (DIN 01235041), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25 April, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Anumolu Rajasekhar who meets the criteria for independence as per the relevant provisions of the Act and Listing Regulation, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 25th April, 2019 to 24th April, 2024, be and is hereby approved.”

“RESOLVED FURTHER THAT P V Rama Seshu, AVP & Company Secretary of the Company be and is hereby authorised to intimate the concerned Regulatory Authorities for giving effect to this resolution.”

**7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of the Listing Regulations, 2015, Ms. Sudha Vasanth (DIN: 07095995), who was appointed as an Additional Director (Non-Independent Woman Director) of the Company by the Board of Directors with effect from 25 April, 2019 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Woman Director of the Company to hold office for a term of 5 (five) consecutive years from 25th April, 2019 to 24th April, 2024.

“RESOLVED FURTHER THAT P V Rama Seshu, AVP & Company Secretary of the Company be and is hereby authorised to intimate the concerned Regulatory Authorities for giving effect to this resolution.”

**8. 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16 and amended Regulation 17(1A) of the Listing Regulations, 2015, Mr. S Anwar (DIN: 06454745), who meets the criteria for independence as per the relevant provisions of the Act and Listing Regulation, 2015 and who has submitted a declaration to that effect, and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years with effect from 13th August, 2019 to 12th August, 2024 and whose office shall not be liable to retire by rotation”

“RESOLVED FURTHER THAT P V Rama Seshu, AVP & Company Secretary of the Company be and is hereby authorised to intimate the concerned Regulatory Authorities for giving effect to this resolution.”

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

“RESOLVED THAT pursuant to Sections 2(94), 196, 203 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory amendment, modifications, or re-enactment thereof and subject to such other requisite approvals, as may be required and other applicable provisions, if any, of the Companies Act, 2013 and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, approval of the shareholders be and is hereby accorded to the Company for the appointment of Mr. A Issac George as Whole-time Director & Chief Financial Officer of the Company for a period of five years with effect from 24th May, 2019 to 23rd May, 2024 without any remuneration.”

“RESOLVED FURTHER THAT P V Rama Seshu, AVP & Company Secretary of the Company be and is hereby authorised to intimate the concerned Regulatory Authorities for giving effect to this resolution.”

By order of the Board

Place : Hyderabad  
Date : August 12, 2019

P V Rama Seshu  
AVP & Company Secretary

## Notes:

1. **A Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote instead of himself/herself, and the Proxy need not be a member of the Company.** A person can act as Proxy on behalf of the members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other shareholder.
2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.
5. The explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out above is annexed hereto and forms part of the notice.
6. Duly filled in Proxy form must be deposited at the Registered Office of the Company before 48 hours of the time fixed for holding the meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from **September 23, 2019 to September 25, 2019** (both days inclusive) for the purpose of Annual General Meeting of the Company.
8. SEBI, effective April 01, 2019, barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form.
4. Members are requested to:
  - i) Note that as a measure of austerity, copies of Annual Report will not be distributed at the Annual General Meeting.
  - ii) Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue, as entry to the Auditorium will be strictly on the basis of the entry slip, available at the counters at the venue to be exchanged with the attendance slip.
  - iii) Quote the Folio / Client ID & DP ID Nos. in all their correspondences.
  - iv) Note that due to strict security reasons brief cases, eatables and other belongings are not allowed inside the auditorium.
  - v) Note that no gifts / compliments / coupons will be distributed at the Annual General Meeting.
  - vi) Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend.
  - vii) Members are requested to notify immediately changes, if any, in their addresses, in respect of the physical shares held by them, to the Company, and to their Depository Participants (DP) in respect of shares held in the dematerialized form.
10. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to P V Rama Seshu, AVP & Company Secretary at the Registered Office of the Company at least ten days prior to the date of the meeting, so that the information required can be made available at the meeting.
11. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the director seeking appointment/re-appointment at the AGM, is furnished as part of Corporate Governance Report.
12. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
13. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

14. All documents referred to in the notice and annexures thereto along with other mandatory registers / documents are open for inspection at the registered office of the Company on all working days (except Saturdays and Sundays) between 11.00 a.m. to 1.00 p.m. prior to the date of Annual General Meeting.
15. The Ministry of Corporate Affairs has taken a corporate “Green initiative in the corporate governance” by allowing paperless compliance by companies. As per the MCA Circular, Service of documents through electronic mode i.e. e-mail by the Company will be a valid compliance of Section 101 of the Companies Act, 2013. As such the members who are yet to register are requested to furnish/ register their e-mail id’s to enable the Company to send all notices, periodical statements etc., of the Company through electronic mode at einward.ris@karvy.com.
16. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
17. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the AGM.

#### 18. Voting through electronic means

In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, substituted by Companies (Management & Administration) Amendment, Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting (E-Voting) facility provided by Karvy Fintech Pvt Ltd (Karvy). Shareholders who have not voted through remote E-Voting and those who are present at the AGM can participate in voting process through a ballot paper which would be made available at the AGM. Members attending the AGM in person or through proxy and who have not already cast their votes by remote e-voting only shall be allowed to exercise their voting right at the AGM through a ballot paper. Members who have already cast their votes by remote e-voting prior to the date of AGM may attend the meeting, but shall not be entitled to cast their votes again.

Instructions for members for voting electronically are as under:-

**(A)** In case of members receiving e-mail:

- i) Log on to the e-voting website <https://evoting.karvy.com>
- ii) Click on “Shareholders” tab to cast your votes.
- iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “COMPANYNAME” from the drop down menu and click on “SUBMIT”
- iv) If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- v) Now, fill up the following details in the appropriate boxes

	For Members holding shares in Demat form	For Members holding shares in Physical form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company and then enter the Captcha Code as displayed
PAN *	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and sequence number in the PAN field. In case the sequence number is less than 8 digits enter the

applicable number of 0's before the number after first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

- # Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter "999999999" in the dividend Bank details and 13/06/2014 in the date of Birth field.
- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the relevant EVSN on which you choose to vote.
- x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired, the option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

**In case of members receiving the physical copy:**

- (B)** Please follow all steps from sl. no. (i) to sl. no. (xiii) above, to cast vote.
- (C)** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://evoting.karvy.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned certified true copy of the Board Resolution / Authority Letter. etc. along with the attested specimen signature(s) of their authorised representative(s) in PDF format in the system for the scrutinizer to verify the vote.
- (D)** The voting period begins on **September 22, 2019 at 9.00 a.m.** and ends on **September 24, 2019 at 5.00 p.m.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by the Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E)** For the purpose of sending AGM notices, **August 23, 2019** 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 **September 18, 2019**, being the final cut off date. Members are eligible to cast vote electronically only if they are holding shares as on that date. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. **September 18, 2019**, may obtain the User ID and password in the manner as mentioned below:
  - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS:  
MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
Example for NSDL: MYEPWD <SPACE> IN12345612345678  
Example for CDSL: MYEPWD <SPACE> 1402345612345678  
Example for Physical: MYEPWD <SPACE> XXXX1234567890

- (F)** A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
- (G)** The facility for voting through a ballot paper will be made available at the AGM and the members attending the AGM who have not cast their vote already by remote e-voting will be able to exercise their right at the AGM. Members who have not cast their votes electronically by remote e-voting will only be allowed to cast their vote at the AGM through a ballot paper.
- (H)** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at <https://evoting.karvy.com> under help section or write an email to: [einward.ris@karvy.com](mailto:einward.ris@karvy.com) or [mailmanager@karvy.com](mailto:mailmanager@karvy.com).
- (I)** The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
- (J)** Mr. Narender Gandhari, Practising Company Secretary (Membership No. 4898), of M/s. Narender & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner
- (K)** At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer order voting through ballot paper for all those members who are present but not cast their votes electronically through remote e-voting facility.
- (L)** The Scrutinizer shall, immediately after conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, by not later than three days from the conclusion of the AGM to the Chairman of the Company. Thereafter, the Chairman or any other person authorized by the Chairman, shall declare the result of the voting forthwith.
- (M)** The results along with the Scrutinizer's report shall be placed on the Company's website [www.gvk.com](http://www.gvk.com) and on the website of Karvy immediately after the result is declared by the Chairman or any other person authorized by the Chairman and will be communicated to the Stock Exchanges on which the Company's equity shares are listed.

# Explanatory statement

In respect of the Special business Pursuant to section 102(1) of the Companies Act, 2013 (Hereinafter referred to as 'the Act')

## Item No: 3

Members are aware, that Dr. GVK Reddy (Aged 82 years, DIN: 00005212) was initially appointed as Chairman & Managing Director of the Company for a period of three years (i.e. from 14-10-2005 to 13-10-2008) and had been re-appointed in the same position for another period of five years (i.e. from 14-10-2008 to 13-10-2013). The Board of Directors of the Company at its meeting held on 12-08-2013 had considered and approved the re-appointment of Dr. GVK Reddy as Chairman & Managing Director for a further period of five years (i.e. from 14-10-2013 to 13-10-2018). Even though, the Remuneration Committee and the Board have fixed certain salary and the perquisites as a remuneration, Dr. GVK Reddy had decided and declined to accept any remuneration until the Company start making profits. Accordingly, the Board at the said meeting has taken on record his request and approved his re-appointment as Chairman and Managing Director of the Company without any remuneration. Setting as an example for a good corporate governance that one person shall not occupy both the positions of Chairman and Managing Director, Dr. GVK Reddy volunteered to step down from the position of Managing Director with effect from November 11, 2017 and has since been continuing as a non-executive chairman of the company.

However, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), made it mandatory that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Shareholders through a special resolution to that effect". Since, the company could not get the special resolution passed before 31st March, 2019, Dr. GVK Reddy (82 years) has vacated the office of director, by operation of law, by virtue of Section 167 of the Act after the end of business hours on 31st March, 2019.

Dr. GVK Reddy, the founder Chairman of the GVK Group and being one of the pioneers of the Indian Infrastructure Industry, the Board thought it appropriate to appoint him as a Director even though he had attained 82 years so as to utilize his vast skills, rich experience for the benefit of the Company. He being the Promoter Director, his proposed appointment would be subject to retirement by rotation. Accordingly, based on the recommendation of the Nomination and Remuneration Committee meeting held on 22nd April, 2019, the Board of Directors has approved his appointment through a Circular Resolution dated 23rd April, 2019, subject to further approval of Members at this Annual General Meeting. This appointment is in terms of the provisions of Sections 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force).

A brief resume, as required pursuant to the Regulation 36 (3) of the Listing Regulations, 2015 is set out in the 'Report on Corporate Governance' appearing at page 32 of the Annual Report.

Dr. GVK Reddy, being the incumbent, is deemed to be directly interested or concerned in this special resolution along with Mr. G V Sanjay Reddy, Vice Chairman and Mr. Krishna R Bhupal, Director being his direct relatives and also due to their shareholdings in the Company. Except them, none of the Directors or Key Managerial Personnel or their relatives are interested or concerned whether directly or indirectly in this special resolution.

## Item No: 4

Mr. CH G Krishna Murthy (aged 88 years, DIN: 01667614) was appointed as a non-executive independent director of the Company for a term of five consecutive years upto February 12, 2020.

However, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), made it mandatory that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Shareholders through a special resolution to that effect". Since, the company could not get the special resolution passed before 31st March, 2019, Mr. Ch G Krishna Murthy (88 years) has vacated his office of director, by operation of law, by virtue of Section 167 of the Act, after the end of business hours on 31st March, 2019.



However, the Board thought it appropriate to appoint him as an Independent Director even though he had attained 88 years so as to utilize his vast skills, rich experience for the benefit of the Company. He being an independent director, his proposed appointment will be for a period another period of 5 years from 25th April, 2019 to 24th April, 2024 and is not liable to retire by rotation. The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. CH G Krishna Murthy for the office of Independent Director. Accordingly, based on the recommendation of the Nomination and Remuneration Committee meeting held on 22nd April, 2019, the Board of Directors approved his appointment through a Circular Resolution dated 23rd April, 2019, subject to further approval of Members at this Annual General Meeting. This appointment is in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Company has received from Mr. CH G Krishna Murthy (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

A copy of the above documents and draft letter of appointment of Mr CH G Krishna Murthy setting out the terms and conditions of his appointment are available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days at the Registered Office of the Company. A brief resume, as required pursuant to the Regulation 36 (3) of the Listing Regulations, 2015 is set out in the 'Report on Corporate Governance' appearing at page 32 of the Annual Report.

Except Mr. Ch G Krishna Murthy, being the incumbent, none of the other directors or the Key Managerial Personnel or their relatives are interested or concerned whether directly or indirectly in this special resolution. He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desired to avail his continuous service. Accordingly, consent of the Members is sought for passing Special Resolution as set out in item No. 4 of this Notice.

#### **Item No. 5**

Mr. S Balasubramanian (aged 76 years, DIN: 02849971) was appointed as a non-executive independent director of the Company for a term of five consecutive years upto February 12, 2020.

However, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), made it mandatory that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the Shareholders through a special resolution to that effect". Since, the company could not get the special resolution passed before 31st March, 2019, Mr. S Balasubramanian (76 years) has vacated his office of director, by operation of law, by virtue of Section 167 of the Companies Act, 2013 after the end of business hours on 31st March, 2019.

However, the Board thought it appropriate to appoint him as an Independent Director even though he had attained 76 years so as to utilize his vast skills, rich experience for the benefit of the Company. He being an independent director, his proposed appointment will be for a period another period of 5 years from 25th April, 2019 to 24th April, 2024 and is not liable to retire by rotation. The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. S Balasubramanian for the office of Independent Director. Accordingly, based on the recommendation of the Nomination and Remuneration Committee meeting held on 22nd April, 2019, the Board of Directors approved his appointment through a Circular Resolution dated 23rd April, 2019, subject to further approval of Members at this Annual General Meeting. This appointment is in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force).

The Company has received from Mr. S Balasubramanian(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

A copy of the above documents and draft letter of appointment of Mr S Balasubramanian setting out the terms and conditions of his appointment are available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days at the Registered Office of the Company. A brief resume, as required pursuant to the Regulation 36 (3) of the Listing Regulations, 2015 is set out in the 'Report on Corporate Governance' appearing at page 32 of the Annual Report.

Except Mr. S Balasubramanian, being the incumbent, none of the other directors or the Key Managerial Personnel or their relatives are interested or concerned whether directly or indirectly in this special resolution. He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desired to avail his continuous service. Accordingly, consent of the Members is sought for passing Special Resolution as set out in item No. 5 of this Notice.

#### **Item No: 6**

Based on the recommendation of the Nomination and Remuneration Committee held on 22nd April, 2019 the Board of Directors approved the appointment of Mr. Anumolu Rajasekhar (DIN: 01235041) as an Independent Director, not liable to retire by rotation, for a period of 5 years from 25th April, 2019 to 24th April, 2024, through a Circular Resolution dated 23rd April, 2019, subject to further approval of Members at this Annual General Meeting. This appointment is in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force). The Company has also received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Anumolu Rajasekhar, for the office of Independent Director.

The Company has received from Mr. Anumolu Rajasekhar (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

A copy of the above documents and draft letter of appointment of Mr Anumolu Rajasekhar setting out the terms and conditions of his appointment are available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days at the Registered Office of the Company. A brief resume, as required pursuant to the Regulation 36 (3) of the Listing Regulations, is set out in the 'Report on Corporate Governance' appearing at page 32 of the Annual Report.

Except Mr. Anumolu Rajasekhar, being the incumbent, none of the other directors or the Key Managerial Personnel or their relatives are interested or concerned whether directly or indirectly in this resolution. He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desired to avail his service. Accordingly, consent of the Members is sought for passing Resolution as set out in item No. 6 of this Notice.

#### **Item No: 7**

Pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the applicable provisions of the Listing Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee, the Board has appointed Ms. Sudha Vasanth (DIN: 07095995) as an Additional (Non-Independent Woman) Director of the Company, not liable to retire by rotation, for the period of 5 (five) consecutive years, effective from April 25,

2019, subject to further approval of Members at this Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Ms. Sudha Vasanth for the office of Woman Director.

A brief resume, as required pursuant to the Regulation 36 (3) of the Listing Regulations, 2015 is set out in the 'Report on Corporate Governance' appearing at page 32 of the Annual Report.

Except Ms. Sudha Vasanth, being the incumbent, none of the other directors or the Key Managerial Personnel or their relatives are interested or concerned whether directly or indirectly in this resolution. She is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board considers that her association would be of immense benefit to the Company. Accordingly, consent of the Members is sought for passing resolution as set out in item No. 7 of this Notice.

#### **Item No: 8**

Mr. S Anwar (aged 74 years, DIN: 06454745) was appointed as a non-executive independent director of the Company for a term of 5 (five) consecutive years upto August 12, 2019. Pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 24th May, 2019 has re-appointed Mr. S Anwar as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from August 13, 2019 to August 12, 2024 subject to approval of Members at this Annual General Meeting. In this regard, the Company has already received a notice in writing under the provisions of Section 160(1) of the Act, from a member proposing the candidature of Mr. S Anwar for the office of Independent Director.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018, effective from April 1, 2019, no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect. Mr. S Anwar will attain the age of 75 years on August 15, 2020 and hence his continuation in office of Director requires the approval of members by way of a special resolution.

In view of aforesaid provisions and based on the skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by Mr. S Anwar during his tenure as a Director, the Company is seeking the approval of its members by way of a Special Resolution for his re-appointment as an Independent Non-Executive Director of the Company.

The Company has received from Mr. S Anwar (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

A copy of the above documents and draft letter of re-appointment of Mr S Anwar setting out the terms and conditions of his re-appointment are available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days at the Registered Office of the Company. A brief resume, as required pursuant to the Regulation 36 (3) of the Listing Regulations, is set out in the 'Report on Corporate Governance' appearing at page 32 of the Annual Report.

Except Mr. S Anwar, being the incumbent, none of the other directors or the Key Managerial Personnel or their relatives are interested or concerned whether directly or indirectly in this special resolution. He is not related to any of the Directors or Key Managerial Personnel of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desired to avail his continuous service. Accordingly, consent of the Members is sought for passing Special Resolution as set out in item No. 8 of this Notice.

**Item No: 9**

Mr. A Issac George (Aged 65 years, DIN 00005456) joined the group in April, 1995, who has grown with the company over years and held various positions. He also contributed for the success of Company's Restructuring, Initial Public Offer, Qualified Institutional Placements, Scheme of Amalgamation and Scheme of Arrangement. Mr. Issac George, also played a significant role in raising finances as and when required by the group for various projects. Ever since superannuated on 9th May, 2012 Mr. Issac George has been continuing on the board as a Non-executive and Non-Independent Director of the Company. Subsequently, under section 203 of the new Companies Act, 2013 it was made mandatory that every listed entity shall have a Chief Financial Officer as one of the Key Managerial Personnel of the company. Accordingly, Mr. A Issac George, who was a non-executive director till then, has been re-designated as Director & CFO in a whole-time position with effect from 29th May, 2014 and notified to the Ministry of Corporate Affairs as one of the Key Managerial Personnel (CFO) under section 203 of the Act. In line with the management's decision, he was not drawing any salary since then, along with other managing director / whole time director, as the case may be, of the Company.

In recognition of his meritorious services to the Company, the Board at its meeting held on 24th May, 2019, has decided to avail his continuous services and accordingly, based on the recommendations of the Nomination and Remuneration Committee of the Company, the Board has appointed him as Whole-time Director & Chief Financial Officer of the Company as per Sec 2(98), Sec 196, 203 and as per applicable provisions of Companies (Appointment and Qualification of Directors) Rules, 2014 read with applicable regulations of SEBI (LODR) Regulations, 2015 as may be required, subject to approval of the shareholders at this meeting, for a further period of 5 years with effect from 24th May, 2019 to 23rd May, 2024 without any remuneration. In this regard, the Company has already received a notice in writing under the provisions of Section 160(1) of the Act, from a member proposing the candidature of Mr. A Isaac George for the office of Whole Time Director.

A brief resume, as required pursuant to the Regulation 36 (3) of the Listing Regulations, 2015 is set out in the 'Report on Corporate Governance' appearing at page 32 of the Annual Report.

He is not related to any of the Directors or other Key Managerial Personnel of the Company. Except Mr. A Issac George, being the incumbent, none of the other directors or the Key Managerial Personnel or their relatives are interested or concerned whether directly or indirectly in this Special Resolution.

The Board considers that his continued association would be of immense benefit to the Company and it is desired to avail his continuous services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in item No. 9 of this Notice.

By order of the Board

Place : Hyderabad

Date : August 12, 2019

P V Rama Seshu  
AVP & Company Secretary



## GVK POWER & INFRASTRUCTURE LIMITED

CIN: L74999TG2005PLC059013

Registered Office: 'Paigah House', 156-159, Sardar Patel Road, Secunderabad - 500003.

Phone: +91 (40) 27902663, Fax: +91 (40) 27902665

Email: cs.gvcpil@gvk.com website: www.gvk.com

### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the member attending \_\_\_\_\_

Member's Folio No/ Client ID : \_\_\_\_\_ No. Of shares held \_\_\_\_\_.

Name of Proxy \_\_\_\_\_

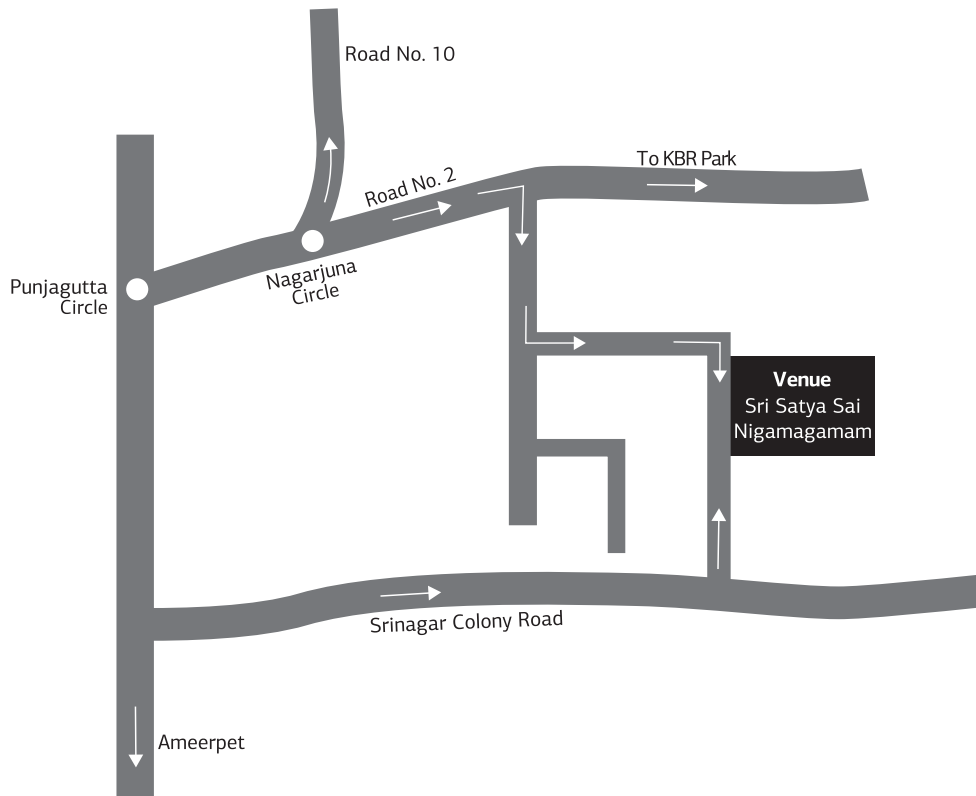
(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 25th Annual General Meeting of the GVK Power & Infrastructure Ltd, at Sri Satya Sai Nigamagmam, 8-3-987/2, Srinagar Colony, Hyderabad - 500 073 on Wednesday, September 25, 2019 at 11.30 a.m.

Member's / Proxy's Signature

- Notes:
- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
  - 2) The Proxy, to be effective should be deposited at the Registered office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
  - 3) A Proxy need not be a member of the Company.
  - 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
  - 5) This form of proxy confers authority to demand or join in demanding a poll.
  - 6) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

### Route Map to AGM





# GVK POWER & INFRASTRUCTURE LIMITED

L74999TG2005PLC059013

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

Phone: +91 (40) 27902663, Fax: +91 (40) 27902665

E.mail: cs.gvkapil@gvk.com Website: www.gvk.com

Form No: MGT 11

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Regd. Folio No. :	*DP ID :
No. of Shares held:	*Client ID :

I/we, being member(s) of \_\_\_\_\_ shares of GVK Power & Infrastructure Limited, hereby appoint.

1. \_\_\_\_\_ of \_\_\_\_\_ having E-mail ID: \_\_\_\_\_ or failing him

2. \_\_\_\_\_ of \_\_\_\_\_ having E-mail ID: \_\_\_\_\_ or failing him

3. \_\_\_\_\_ of \_\_\_\_\_ having E-mail ID: \_\_\_\_\_

and whose signatures are appended below as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Wednesday, September 25, 2019 at 11.30 a.m. at Sri Satya Sai Nigamagamam, 8-3-987/2, Srinagar Colony, Hyderabad - 500073 and at any adjournment thereof:



Sl. No.	Resolution(s)	Vote	
		For	Against
<b>A. Ordinary Business</b>			
1	Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended 31-03-2019		
2	Re-appointment of Mr. G V Sanjay Reddy (DIN: 00005282) as a director retiring by rotation.		
<b>B. Special Business</b>			
3	Appointment of Dr. GVK Reddy (DIN:00005212) as Director of the Company		
4	Appointment of Ch G Krishna Murthy (DIN:01667614) as Independent Director of the Company		
5	Appointment of S Balasubramanian (DIN:02849971) as Independent Director of the Company		
6	Appointment of Anumolu Rajasekhar (DIN:01235041) as Independent Director of the Company		
7	Appointment of Sudha Vasanth (DIN:07095995) as Non-Independent Woman Director of the Company		
8	Re-appointment of S Anwar (DIN: 06454745) as Independent Director of the Company for a second term of five years		
9	Appointment of A Issac George as Whole-time Director & CFO of the Company for a period of five years		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of shareholder: \_\_\_\_\_ Signature of proxy holder: \_\_\_\_\_

Affix  
Re.1/-  
Revenue  
Stamp

Note: 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company

\* Applicable for investors holding shares in Electronic form.