

Notice

Notice is hereby given that the 21st Annual General Meeting of the members of GVK Power & Infrastructure Limited (CIN:L74999AP2005PLC059013) will be held on Thursday, the 13th August, 2015 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 receive, consider and adopt the Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of G V Sanjay Reddy (DIN 00005282), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s. S R Batliboi & Associates LLP, (ICAI Registration No:101049W), Chartered Accountants, Hyderabad, the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on such remuneration as may be fixed by the Audit Committee and approved by the Board.

Special business

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

“RESOLVED THAT the term of office of K Balarama Reddi (DIN: 00012884) who was appointed during the year as an Additional Director (Independent) of the Company expires at this AGM 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 his appointment as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 13th February, 2015 to 12th February, 2020 u/s 149(10), 150(2), 152(2) and Schedule IV of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchanges.”

“RESOLVED FURTHER THAT P V Rama Seshu, General Manager & 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 an Ordinary Resolution:

“RESOLVED THAT the term of office of Santha K John (DIN: 00848172) who was appointed during the year as an Additional Director (Independent) of the Company expires at this AGM 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 her appointment as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from 31st March, 2015 to 30th March, 2020 u/s 149(10), 150(2), 152(2) and Schedule IV of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchanges.”

“RESOLVED FURTHER THAT P V Rama Seshu, General Manager & 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 based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, approval of the Shareholders be and is hereby accorded to fix the period of appointment of Ch. G Krishna Murthy (DIN - 01667614) the existing Independent Director of the Company for a term of 5 (five) consecutive years from 13th February, 2015 to 12th February, 2020 u/s 149(10), 150(2), 152(2) and Schedule IV of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchanges.”

“RESOLVED FURTHER THAT P V Rama Seshu, General Manager & 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 based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, approval of the Shareholders be and is hereby accorded to fix the period of appointment of S Balasubramanian (DIN:02849971) the existing Independent Director of the Company for a term of 5 (five) years from 13th February, 2015 u/s 149(10), 150(2), 152(2) and Schedule IV of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchanges.”

“RESOLVED FURTHER THAT P V Rama Seshu, General Manager & 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 Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”), and the applicable provisions of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of corresponding sections of the Companies Act), read with Companies (Share Capital & Debentures) Rules, 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any amendments thereto or re-enactment thereof), the provisions of the Foreign Exchange Management Act, 1999, as amended Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme 2014 and such other statutes, notifications, clarifications, circulars, guidelines, rules and regulations as may be applicable and relevant and issued by the Government of India (the “GOI”), the Reserve Bank of India (the “RBI”), the Foreign Investment Promotion Board (the “FIPB”), the Securities and Exchange Board of India (the “SEBI”), Stock Exchanges and/or any other competent authorities, whether in India or abroad, and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), and subject to approval of the shareholders and any other appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with each of the Stock Exchanges where the Equity Shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/ accepted to by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, constituted or to be constituted to exercise its powers) consent of the Board be and is hereby accorded in its absolute discretion, to create, offer, issue, and allot, from time to time, in one or more tranches, equity shares of the Company (“Equity Shares”), Global Depository Receipts (“GDRs”), American depository receipts (“ADRs”), Foreign Currency Convertible Bonds (“FCCBs”), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any instruments or securities representing Equity Shares and/or convertible into Equity Shares, either at the option of the Board or holder thereof, (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares, in registered or bearer form, whether rupee denominated or denominated in foreign currency (hereinafter collectively referred to as “Eligible Securities”), or any combination thereof, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, of public and/or private offerings, qualified institutions placement and/or on preferential allotment basis or any combination thereof, through issue of prospectus and /or placement document/ or other permissible/requisite offer document to any eligible person, including qualified institutional buyers in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/ resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds

(foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, trustees, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") as may be decided by the Board in its discretion and permitted under applicable laws and regulations, through one or more prospectus and/or letter of offer or circular, and/or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions considering the prevailing market conditions and other relevant factors wherever necessary, for, or which upon exercise or conversion of all Eligible Securities so issued and allotted, could give rise to the issue of Equity Shares of an aggregate amount not exceeding Rs.1,000 Crores (with a Green Shoe Option to retain up to Rs.500 Crores from the excess subscriptions received) or equivalent thereof, in one or more foreign currency and/or Indian rupees, inclusive of premium that may be finalised by the Board at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors, including allotment to stabilizing agent in terms of green shoe option, if any, at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) and/or or Stabilizing Agent or otherwise on such terms and conditions, including issue of Eligible Securities as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s) and/or in respect of different Eligible Securities, as may be decided by the Board at the time of issue or allotment of the Eligible Securities."

"RESOLVED FURTHER that if any issue of the Eligible Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations, the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations and such Eligible Securities shall be fully paid-up and such issuance shall be completed within twelve months from the date of the resolution of the Shareholders or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations."

"RESOLVED that the Board or its Committee be and is hereby authorized to issue and allot such number of Eligible Securities or as many Equity Shares as may be required to be issued and allotted upon conversion of any Eligible Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares shall be issued in accordance with the terms of the Memorandum and Articles of Association and all Equity Shares issued and allotted on conversion or otherwise shall rank pari passu with the then existing Equity Shares of the Company in all respects including dividend."

RESOLVED FURTHER that

- (a) the Eligible Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) in the event that the Eligible Securities are issued to qualified institutional buyers under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations;
- (c) in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company

are issued simultaneously with non-convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations; and

- (d) in the event the securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open the issue of such Securities after the date of this resolution in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.
- (e) in the event the securities are proposed to be issued as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014 (the "2014 Scheme"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and such other notifications, clarifications, circulars, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactment thereof).

"RESOLVED FURTHER that pursuant and subject to the applicable provisions of the 2014 Scheme, the Foreign Exchange Management Act, 1999, and the regulations framed thereunder, each as amended (the "FEMA") (including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended), the applicable provisions of the Companies Act, and any other laws, rules, regulations, guidelines, notifications, clarifications and circulars issued from time to time by the Government of India (and any ministry, department or agency thereof), the RBI, SEBI, the tax authorities in India, applicable government and regulatory authorities in the United States of America and its territories and jurisdictions, and any other government and regulatory authority, whether in India or outside India, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies) (collectively, "Applicable Law"), the Board be and is hereby authorized to decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares ("Permissible Securities") through the issue of Depository Receipts ("DRs"), and a transfer of Permissible Securities by any current or future holder of a Permissible Security to a foreign depository for the purpose of issue of DRs, pursuant to a sponsored depository receipt program, through transactions permitted under Applicable Law (including without limitation on a recognized stock exchange, in bilateral transactions or by tendering through a public platform), where such DRs may be issued by the foreign depository and offered and sold in one or more transactions by way of a private placement, public offering or in any other manner prevalent and permitted in a permissible jurisdiction under Applicable Law, at such price (including any premium or discount) as may be permitted under Applicable Law.

"RESOLVED FURTHER that the issue to the holders of the Eligible Securities, (where such securities are convertible into Equity Shares of the Company) shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares on conversion of the Eligible Securities, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto.
- (b) in the event the Company making a rights issue of Equity Shares prior to the allotment of the Equity Shares on conversion of the Eligible Securities, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders.
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate

action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted;

- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made
- (e) in the event the Company is involved in such other event or circumstances as mentioned above which in the opinion of the Stock Exchanges, requires adjustments, then the pricing of Equity Shares on conversion of Eligible Securities shall be subject to appropriate adjustments, as may be decided by the Board:

“RESOLVED FURTHER that without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Eligible Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Eligible Securities that are not subscribed.”

RESOLVED FURTHER that for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Eligible Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Eligible Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.

“RESOLVED FURTHER that Dr. GVK Reddy, Chairman & Managing Director, G V Sanjay Reddy, Vice Chairman, Krishna Ram Bhupal, A. Issac George, Directors and P V Rama Seshu, General Manager & Company Secretary of the Company be and are hereby severally authorized to appoint the Lead Managers, Underwriters, Guarantors, Solicitors, Lawyers, Depositories, Registrars, Escrow Banks, Trustees, Bankers, Advisors and all such agencies and intermediaries as may be involved or concerned in such offerings of Eligible Securities and to remunerate them by way of commission, brokerage, fees or the like as it deems fit and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. including without limitation, a Placement Agreement and an Escrow Agreement with such agencies and also to seek the listing of such Eligible Securities on one or more national stock exchange(s);

RESOLVED FURTHER that:

- (a) the offer, issue and allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide, subject, however, to applicable guidelines, notifications, rules and regulations;
- (b) the Equity Shares to be issued by the Company as stated aforesaid shall rank pari passu with all existing Equity Shares of the Company;
- (c) the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above mentioned Equity Shares and also shall be entitled to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient;

By order of the Board

Place : Hyderabad

Date : May 16, 2015

P V Rama Seshu

General Manager & Company Secretary

M.No.: FCS 4545

Notes

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the notice is annexed hereto.
2. Every Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and such 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 ten percent of the total share capital of the Company.
3. 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 10-08-2015 to 13-08-2015 (both days inclusive).
5. 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.
6. 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, GM & 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.
7. 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.

8. 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.
9. The Securities and Exchange Board of India has notified that the shareholders/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN Card to the Company/RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders/transferee of shares (including joint holders) are requested to furnish a certified copy of their PAN Card to the Company/RTA while transacting in the securities market including transfer, transmission or any other corporate action.

10. Voting through electronic means:

In compliance with Sec 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, substituted by Companies (Management & Administration) Amendment, Rules, 2014 and Clause 35B of the Listing Agreement, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting (E-Voting) facility provided by Karvy Computershare Pvt Ltd (KCPL). 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 vote 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 vote by remote e-voting prior to the date of AGM may attend the meeting, but shall not be entitled to cast their vote 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://www.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://www.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.

GVK Power & Infrastructure Limited

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:// www.evoting.karvy.com](https://www.evoting.karvy.com) in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

(D) The voting period begins on 10th August, 2015 at 9.00 a.m. and ends on 12th August, 2015 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 Karvy Computershare Private Limited (KCPL) 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, 10th July, 2015 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 Thursday, August 6, 2015, 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. August 6, 2015, 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 ballot shall also be made available at the AGM. Members attending the AGM and who have already not cast their vote by remote e-voting will only be able to exercise their right to 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://www.evoting.karvy.com> under help section or write an email to: einward.ris@karvy.com 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 and on the website of KCPL 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)

Item No: 4

Based on the recommendations of the Nomination and Remuneration Committee of the Company at its meeting held on 13th November, 2014, the Board of Directors at its meeting held on 14th November, 2014 had appointed K. Balarama Reddi as an Additional Director (Independent) who holds his office up to the date of this Annual General Meeting. Further, in terms of Section 149(10) read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors had fixed his term of office for a period of 5 years from 13th February 2015 and he shall not retire by rotation. In terms of Section 161(1) and other applicable provisions, if any, of Companies Act 2013, the Company has received a notice in writing from a shareholder along with a requisite deposit, signifying his intention to appoint Balarama Reddi as an Independent Director of the Company.

Balarama Reddi has confirmed that he is eligible to be appointed as an Independent Director and has not been disqualified under the Act under the Rules made thereunder. He has also declared that he meets the criteria for being an Independent Director under Section 149(6) of the Act.

Except Balarama Reddi, the incumbent, none of the Directors, Key Managerial Personnel or their relatives, has interest or concern, financially or otherwise, in the above said appointment.

Profile of K. Balarama Reddi

Born on 1st July 1928, Mr. Reddi, holds a Bachelor's degree in Electrical Engineering from Madras University, 1952 and is a Fellow Member of the Institution of Engineers (India). At present he is associated with the Administrative Staff College of India (ASCI), Hyderabad as Senior Consultant.

Mr. Reddi has over 40 years of experience in the Indian Power Sector and served as Chairman of Andhra Pradesh State Electricity Board (APSEB) and Central Electricity Authority (CEA). He was member of APSEB for 4 years (1988-92) and its Chairman for 3 years from 1992 to 1995. He had been involved in all aspects of Power Systems development/utility management. Mr. Reddi was involved in negotiations with IPPs' for setting up Power Projects in Andhra Pradesh. He was also a member of the high-level committee appointed by the Government of Andhra Pradesh to recommend policies and modalities for regulation and restructuring of power sector in the undivided state of Andhra Pradesh. He presented a number of papers in both National and International conferences and also written articles in various journals and Newspapers. He visited a number of countries to attend international conferences for presentation of papers and on study visits.

Item No: 5

The Securities and Exchange Board of India (SEBI) has mandated that every listed entity shall have a Woman Director and accordingly, the stock exchanges have directed all the listed companies to appoint a Woman Director on their Board before 31st March, 2015. In tune with this requirement and based on the recommendations of the Nomination and Remuneration Committee at its meeting held on 30th March, 2015, the Board of Directors of your Company vide their circular resolution dated 31st March, 2015 has appointed Santha K John as an Additional Director (Independent) on the Board of your Company to hold office for a term of 5 years, in terms of Section 149(10) read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and she shall not retire by rotation.

In terms of Section 161(1) and other applicable provisions, if any, of Companies Act 2013, the Company has received a notice in writing from a shareholder along with a requisite deposit, signifying his intention to appoint Santha K John as an Independent Director of the Company.

Santha K. John has confirmed that she is eligible to be appointed as an Independent Director and has not been disqualified under the Act under the Rules made thereunder. She has also declared that she meets the criteria for being an Independent Director under Section 149(6) of the Act.

Except Santha K John, the incumbent, none of the Directors, Key Managerial Personnel or their relatives, has interest or concern, financially or otherwise, in the above said appointment.

Profile of Santha K John

Mrs. John is a graduate by profession and also trained at the Administrative Staff College of India and Dancer, Fitzgerald & Sample, New York.

Mrs. John has over 30 years' experience in Advertising. She is a serial entrepreneur, having started the branch offices for Sistas Pvt Ltd (one of India's oldest advertising agencies) and Saatchi & Saatchi. She then started her own advertising agency, Mindset Advertising Private Limited in 1998.

In 2004, Mindset was awarded the 'Agency of the Year' and Mindset has been covered by NDTV Profit, CNBC TV 18, Agency FAQS Business India.

In 2009 Mrs. John was awarded the "Entrepreneur of the Year" by HMA Hyderabad Management Association and the Creative Entrepreneur award by Zee TV

In 2011 JWT, the leading global advertising network and India's largest integrated communications company, acquired a majority stake in Mindset Advertising Private Limited, Hyderabad's highly awarded advertising agency.

As of Dec 31st Ms. John has assumed the role of Chairman Emeritus of JWT Mindset, Hyderabad and is on the board. She is also a Board Member of United Way, Hyderabad.

Mrs. John is Founder & Director, Coach Life Asia, having trained with one of the world's top 10 coaches, Curly Martin, Achievement Specialists, UK and who wrote the first definitive book on Life Coaching.

Item No: 6 & 7:

In terms of Sec 149(10) of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board. The Ministry of Corporate Affairs vide General Circular No.14/2014 dated 9th June,2014 has clarified that the existing Independent Directors who were appointed as such before the notification of the Companies Act, 2013 shall be appointed as Independent Directors once again under new Act within a year from 01-04-2014 for a fixed term. Further, the existing tenure of the Independent Directors as on the commencement of Companies Act, 2013 shall not be counted for the purpose of this appointment under the Act.

The Nomination & Remuneration Committee of the Company at its meeting held on 12th February, 2015 had approved and recommended the appointments of Ch G Krishna Murthy, S. Balasubramanian and K Balarama Reddi, the existing Independent Directors, under the Companies Act, 2013 for a fixed term of 5 years subject to approval of the Board and the Shareholders. Accordingly, the Board of Directors at its meeting held on 13th February, 2015 had appointed these Independent Directors for a fixed term of 5 years from 13th February, 2015 to 12th February, 2020 and they shall not retire by rotation.

Both Ch G Krishna Murthy and S Balasubramanian have confirmed that they are eligible to be appointed as Independent Directors and have not been disqualified under the Act and Rules made thereunder. They have also declared that they meet the criteria for being an Independent Director under section 149(6) of the Companies Act 2013.

Except Ch G Krishna Murthy and S Balasubramanian, the incumbents, none of the Directors, Key Managerial Personnel or their relatives, has interest or concern, financially or otherwise, in the above said appointments.

Profile of Ch. G Krishna Murthy

Ch. G Krishna Murthy is a Chartered Accountant and holds a Master's degree in Arts and a LLB Degree.

He has been a member, Law Commission India and has served on the Income Tax Appellate Tribunal in various capacities including President. He has also been a chairman of the Oil Selection Board, Ministry of Petroleum for the states of Karnataka, Andhra Pradesh and Orissa. He was also a practicing chartered accountant.

He was a member of the Governing Council of the International Centre for Alternative Dispute Resolution (ICADR), a member of the General Council of the National Academy of Legal Studies and Research University, a Chairman of the Chinmaya Vidyalaya and a member of the Chinmaya Seva Trust. He is on Board of our Company as an Independent Director since 24th July 2007.

Profile of S. Balasubramanian

S Balasubramanian is a former Chairman of the Company Law Board, a quasi-judicial body for a long tenure and has dealt with over 3000 cases on various Company Law matters. He is an Associate Member of the premier Professional Bodies in India viz., The Institute of Chartered Accountants of India (ICAI), The Institute of Company Secretaries of India (ICSI) and The Institute of Cost & Works Accountants of India (ICWAI). He holds a Bachelor's Degree in Law from the Delhi University and is a Member of The Delhi High Court, Bar Council. He also holds a P G Diploma in Project Management from the University of Bradford, UK. Before acting as the Chairman of the Company Law Board, he has been a Director in the Ministry of Program Implementation. He is on Board of our Company as an Independent Director since 30th April 2010

Item No: 8

Members are aware that the Company had obtained your approval at last AGM held on 13-08-2014 to raise funds through a QIP issue up to an amount of Rs.1,000 Crores with a green shoe option. Due to various adverse conditions prevailed in the market during last year, your company could not proceed with the proposed QIP issue. Since, the validity period (one year) of the said special resolution is getting expired on 12-08-2015, your company intends to keep the option of raising funds through QIP open, and for this purpose it is proposed to obtain your approval afresh at this AGM by way of passing a special resolution once again. Necessary details are given hereunder once again for your information.

The objects of the proposed issue is to fund the execution and completion of the existing and upcoming projects which are taken up/to be taken up by the company through its subsidiaries and associate companies, to strengthen the capital base of the Company and for general corporate purposes. In this regard, it is proposed to raise funds up to such sum(s) not exceeding Rs. 1,000 Crores (with a Green Shoe Option to retain up to Rs.500 Crores from the excess subscriptions received) by way of issuance of equity shares of the Company ("Equity Shares") and/or any instruments or securities convertible into Equity Shares (either at the option of the Board or holder thereof) to Qualified Institutional Buyers (QIB) (as defined by the SEBI ICDR Regulations) pursuant to a Qualified Institutions Placement, as provided under Chapter VIII of the SEBI ICDR Regulations.

The resolutions contained in the Notice relates to a proposal by the Company to issue equity shares (Eligible Securities) to Qualified Institutional Buyers (QIBs) as defined under SEBI ICDR Regulations, seeks to empower the Board of Directors or its Committee of the Company to undertake a Qualified Institutional Placement in terms of Chapter VIII of SEBI ICDR Regulations to the QIBs. The pricing of the Eligible Securities to be issued to QIBs shall be freely determined subject to such prices not being less than the price as calculated in accordance with the SEBI ICDR Regulations as amended.

The detailed terms and conditions of the issue as and when made will be determined by the Board or its committee in consultation with the merchant bankers, lead managers, advisors and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

This resolution seeks to give the Board, powers to issue Eligible Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit and is valid for a period of one year from 13-08-2015. The detailed terms and conditions for the offer will be determined by the Board in consultation with the Advisors, Lead Managers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors.

The issue/allotment would be subject to the availability of regulatory approvals, if any, and the Equity Shares, which would be allotted in these terms, shall rank pari passu in all respects including dividend with the existing Equity Shares of the Company.

The consent of the Shareholders is being sought pursuant to Section 62 and other applicable provisions of Companies Act,

2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital & Debentures) Rules, 2014, Chapter VIII of the SEBI ICDR Regulations and in terms of the Listing Agreement entered by the Company with the respective Stock Exchanges in India where the Company's Equity Shares are listed. Since the above authority involves issue of Equity Shares to persons other than the existing shareholders, your approval through a Special Resolution in terms of Section 62(1)(c) is required. The Board of Directors believes that the above proposal is in the best interest of the Company and therefore recommends the said special resolution for your approval.

Save and except to the extent of their respective shareholding interest, if any, none of the Directors, key managerial personnel or their relatives, is interested or concerned, financially or otherwise, in the above special resolution.

By order of the Board

Place : Hyderabad

Date : May 16, 2015

P V Rama Seshu

General Manager & Company Secretary

M.No.: FCS 4545