

## Notice

Notice is hereby given that the 22nd Annual General Meeting of the members of GVK Power & Infrastructure Limited (CIN:L74999AP2005PLC059013) will be held on **Friday, the 12th August, 2016 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, 2016 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 Krishna Ram Bhupal (DIN 00005442), 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 197 and other applicable provisions, if any of the Companies Act, 2013 read with Schedule V and the Rules framed there under including any statutory modification thereof, for the time being in force and in pursuance of the resolution passed by the members of the Company at the Annual General Meeting held on 6th August, 2011 and subject to the approval of the Central Government and/ or such other necessary approval(s), consent(s), or permission(s) as may be required and conditions / modifications if any, as may be prescribed or imposed by the Central Government and the members do hereby ratify and confirm the waiver of excess managerial remuneration paid under the relevant provisions of the erstwhile Companies Act, 1956, amounting to Rs.23,42,773/- to Mr. A Issac George (DIN:00005456), Director & CFO for part of the financial year 2012- 13 and to waive the recovery of the excess amount from him, being the remuneration agreed to be paid to him as per the terms of approval of the members, to the extent it exceeds the statutory limit laid under the erstwhile Companies Act, 1956 and also approval of the consequential retention thereof by Director & CFO of the Company.”

“RESOLVED FURTHER THAT any Director or Mr. P V Rama Seshu, AVP & Company Secretary of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign / execute applications, documents, undertakings, writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By order of the Board

Place : Hyderabad  
Date : May 20, 2016

**P V Rama Seshu**  
AVP & Company Secretary  
M.No.: FCS 4545

## Notes

1. 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.
2. 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. A proxy form for the AGM is enclosed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 09-08-2016 to 12-08-2016 (both days inclusive).
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.
5. 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.
6. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the director seeking re-appointment at the AGM, is furnished as part of Corporate Governance Report.
7. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Sec 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
8. The Register of Contracts or Arrangements in which the directors are interested, maintained under Sec 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. 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.
10. 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](mailto:einward.ris@karvy.com).
11. 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.
12. **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 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 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 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://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.
- # 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 9th August, 2016 at 9.00 a.m. and ends on 11th August, 2016 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, 8th July, 2016 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 Friday 5th August, 2016, 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. 5th August, 2016, 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://www.evoting.karvy.com> under help section or write an email to: [einward.ris@karvy.com](mailto:einward.ris@karvy.com), [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 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

The company had earlier appointed Mr. A Issac George (DIN 00005456) as Director & CFO for a period of 3 years with effect from 01.04.2011 at the Annual General Meeting held on 6th August, 2011, on a remuneration payable as per the terms of his appointment. The said remuneration shall also be considered as the minimum remuneration payable to him in case of absence or inadequacy of profits in any financial year during the tenure of his appointment.

Subsequently, Mr. A Issac George had attained superannuation on 9th May, 2012 mid of his tenure of 3 years. Due to the absence / inadequacy of profits during the financial year 2012-13, the actual remuneration of Rs.28,55,650 paid to him for part of that year, had resulted in payment of excess remuneration of Rs.23,42,773 which is beyond the permissible limit of Rs.5,12,877 computed on pro rata basis ( $\text{Rs.}48,00,000/365 \times 39$  days) for a period of 39 days in the said period.

The Company had already applied to the Ministry of Corporate Affairs vide SRN B74833757 dated 13th May, 2013 for waiver of recovery of excess managerial remuneration of Rs.23,42,773/- paid to Mr. A Issac George for part of the financial year 2012-13 i.e. for 39 days (01-04-2012 to 09-05-2012). In this regard, the company is also required to provide approval of the shareholder for obtaining waiver of the said excess remuneration paid to him. Accordingly, the Board recommends the above special resolution for your approval.

Except Mr. A Issac George, the incumbent, none of Directors and Key Managerial persons or their relatives, are interested, whether directly or indirectly, in the above resolution.