



8th July, 2016

Bombay Stock Exchange Limited
PJ Towers, Dalal Street,
Mumbai - 400 001.

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Ex Bandra East,
Mumbai – 400 051.

Dear Sir,

Sub: Results of Postal ballot as per Regulation 44(3) of the SEBI (LODR) Regulations, 2015

Ref: BSE Scrip Code: 532708, NSE Scrip Code: GVKPIL.

This has reference to our letter dated 9th June, 2016 enclosing postal ballot notice along with the explanatory statement seeking consent of the members by way of Special Resolution through postal ballot / electronic voting with respect to increase in overall limits under Section 186 of the Companies Act, 2013 by another Rs.5,000 Crore (i.e. from the existing Rs.10,000 Crore to Rs.15,000 Crore).

In this regard and pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we would like to inform you that Special Resolution mentioned in the aforesaid notice has been duly passed with requisite majority. We are enclosing herewith the Scrutiniser's report along with the voting results in the prescribed format.

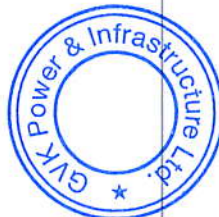
Accordingly, the said Special Resolution is deemed to have been passed by the Shareholders of our Company at the Extraordinary General Meeting held through Postal Ballot on today i.e. 8th July, 2016.

This is for your information and records.

Thanks & regards,

For GVK Power & Infrastructure Ltd

P V Rama Seshu
AVP & Company Secretary

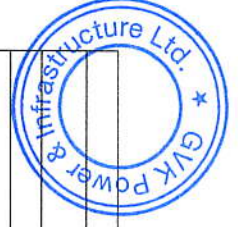


Postal Ballot Voting Results

Date of the Postal Ballot	Notice dated 20 th May, 2016 (Voting start date : June 08, 2016 and Voting End date July 07, 2016)
Total number of shareholders on record date	2,86,867
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Not applicable

Agenda No: 1 Approval for increase in the overall limits under Sec 186 of the Companies Act, 2013 by another Rs.5,000 Crore (from Rs. 10,000 Crore to Rs 15,000 Crore)

Resolution required: (Ordinary/ Special)		Special resolution.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		85,67,29,340	100	85,67,29,340	-	100	0.00
	Poll		85,67,29,340	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		85,67,29,340	100	85,67,29,340	-	100	-
Public- Institutions	E-Voting		9,53,74,448	63.14	6,77,65,905	2,76,08,543	71.05	28.95
	Poll		15,10,60,317	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		15,10,60,317	63.14	6,77,65,905	2,76,08,543	71.05	28.95
Public- Non Institutions	E-Voting		31,97,977	0.56	28,05,088	3,92,889	87.71	12.29
	Poll		57,14,20,743	-	-	-	-	-
	Postal Ballot		9,91,094	0.17	9,84,319	6,775	99.32	0.68
	Total		57,14,20,743	0.73	37,89,407	3,99,664	90.46	9.54
Total		157,92,10,400	95,62,92,859	60.56	92,82,84,652	2,80,08,207	97.07	2.93





NARENDER & ASSOCIATES

Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038.
Phone : 040-40159831, 23730801 E-mail : narenderg99@gmail.com, www.narenderandassociates.com

To
Chairman & Managing Director
GVK Power & Infrastructure Limited
"Paigah House", 156-159
Sardar Patel Road, Secunderabad - 500 003.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot and e-voting conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof).

"Approval for increase in the existing overall limits by Rs.5,000 Crore for making investments / giving loans/guarantees / providing securities in terms of Section 186 of the Companies Act, 2013 read with Rule 13 of Companies (Meetings of Board and its Powers) Rules, 2014".

- 1 The Board of Directors of the Company at their meeting held on 20th May, 2016 have appointed me as a Scrutinizer for conducting the Postal Ballot voting process (including e-voting) on the captioned subject.
- 2 In this connection, I submit my report as under:
 - 2.1 The company has completed the despatch of postal ballot forms on 07-06-2016 along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 27-05-2016.
 - 2.2 As per the requirement of Companies Act, 2013 the particulars of all the postal ballot forms received (through physical and electronic mode) from the members have been entered in the Register separately maintained for the purpose.
 - 2.3 All the Postal Ballot Forms including e-Voting received upto the close of working hours i.e. 5.00 PM, on Thursday, 7th July, 2016, the last day and time fixed by the company for the receipt of the ballot forms, were scrutinized by me with respect to their validity and has been recorded.
 - 2.4 No postal Ballot Form including e-voting received after the close of working hours i.e. 5.00 PM on Thursday, 7th July, 2016, the last day and time fixed by the company has



been considered by me.

- 2.5 None of the incomplete, unsigned or incorrect Postal Ballot forms received till 7th July, 2016 5 PM were considered for my scrutiny.
- 2.6 I didn't find any defaced or mutilated ballot papers.
- 2.7 I further report that the e-voting data and physical ballots were scrutinized by me for verification of votes cast in favour and against the resolution. The signature verification process was also conducted by the Registrar and Transfer Agent of the Company viz., M/s.Karvy Computershare Private Limited.
3. A summary of the Votes Cast and Postal Ballot forms received is as given below:

Business: Special Resolution to Approve increase in the existing overall limits by Rs.5,000Crore for making investments / giving loans/guarantees / providing securities in terms of Sec 186 of the Companies Act, 2013 read with Rule 13 of Companies (Meetings of Board and its Powers) Rules, 2014.

Particulars	No. of postal ballot forms	No. of shares / Votes	% of total valid votes
Physical Mode			
Total postal ballot forms received	68	9,91,094	0.10
Less: Invalid postal ballot forms (as per register)	0	0	0
Total Valid Postal Ballot Forms	68	9,91,094	0.10
Postal Ballot Forms giving Assent (A)	63	9,84,319	0.10
Postal Ballot Forms giving Dissent (B)	5	6,775	0
Electronic Voting			
Total e-voting done	360	95,53,04,190	99.90
Less: invalid e-voting	0	0	0
Less: Abstained	3	2,425	0
Total Valid e-voting	357	95,53,01,765	99.90
e-voting giving Assent (C)	288	92,73,00,333	96.97
e-voting giving dissent (D)	69	2,80,01,432	2.93
Total Votes in favour [A + C]	351	92,82,84,652	97.07
Total Votes against [B + D]	74	2,80,08,207	2.93

- 4 Accordingly, I hereby report that 92,82,84,652 number of Equity Shares representing 351 Postal Ballots AND e-voting voted in favour and 2,80,08,207 of Equity Shares representing 74 Postal Ballots and e-voting voted against the resolution.



- 5 I have handed over the Postal Ballot forms, e-voting information and other related papers / registers and records for safe custody to Mr. P.V. Rama Seshu, Company Secretary of the Company as authorized by the Board of Directors.
- 6 You may accordingly declare the result of the voting by Postal Ballot and e-voting.

Scrutinizer appointed by the Board
For **NARENDER & ASSOCIATES**
Company Secretaries




G NARENDER
Proprietor
FCS:4898, CoP:5024

Place : Hyderabad
Date : 08.07.2016