

20th August, 2014



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 : Copy of the 20th AGM Minutes.
Ref : Clause 31(d) of the Listing Agreement.

With reference to the captioned subject, we are enclosing herewith a certified copy of the minutes of the 20th Annual General Meeting of the company held on 13th August, 2014. This is for your information and record.

Thanks & regards,

For GVK Power & Infrastructure Limited

A handwritten signature in blue ink, appearing to read 'P V Rama Seshu'.

P V Rama Seshu
GM & Company Secretary



MINUTES OF THE 20TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF GVK POWER & INFRASTRUCTURE LIMITED HELD ON WEDNESDAY, THE 13TH AUGUST, 2014 AT 11.30 A.M. AT SRI SATYA SAI NIGAMAGAMAM, 8-3-987/2, SRINAGAR COLONY, HYDERABAD – 500073.

DIRECTORS PRESENT:

- | | |
|--------------------------------|------------------------------|
| 1. Dr. G V K Reddy | Chairman & Managing Director |
| 2. Mrs. G Indira Krishna Reddy | Director |
| 3. Mr. G V Sanjay Reddy | Vice Chairman |
| 4. Mr. Krishna Ram Bhupal | Director |
| 5. Mr. S Balasubramanian | Independent Director |
| 6. Mr. Ch G Krishna Murthy | Independent Director |
| 7. Mr. S Anwar | Independent Director |
| 8. Mr. A Issac George | Director & CFO |

MEMBERS PRESENT

The meeting was attended by 354 shareholders out of which 347 shareholders are in person and 7 shareholders through Proxy.

After ascertaining that the requisite members were present to form the quorum, Dr. G V K Reddy, Chairman & Managing Director declared that the meeting is open. Chairman welcomed all the Shareholders, Proxies and Special Invitees to the 20th Annual General Meeting (AGM).

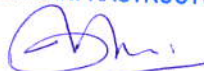
Chairman informed the meeting that the Register of Members, Register of Directors' shareholding with other statutory registers are kept open for inspection by the shareholders at the venue and that the same are accessible during the continuance of the meeting.

With the consent of Members, the notice convening the meeting and the Auditors report were taken as read.

Chairman informed the meeting that the term (by rotation) of Mr. P Abraham (DIN:00280426) and Mrs. Ranjana Kumar (DIN:02930881), Independent Directors of the Company is completed as on the date of this Annual General Meeting. Thereafter, the Shareholders have appreciated and taken on record the valuable services rendered by the said Independent Directors during their tenure on the Board.

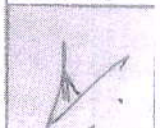
Chairman in his speech highlighted the economy, industrial scenario, sector specific issues, performance of the Company for the fiscal year 2013-14 and also the progress made by each of the Subsidiaries, step down Subsidiaries and Associates of the Company. Thereafter, Chairman welcomed questions and clarifications from the shareholders on the various projects and the same were clarified.

For GVK POWER & INFRASTRUCTURE LTD.



P.V. Rama Seshu
GM & Company Secretary

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Chairman informed the Members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility to the Members of the Company in respect of businesses to be transacted at the Annual General Meeting. The e-voting commenced from 6th August, 2014 at 9.00 a.m. and ended on 8th August, 2014 at 5.00 p.m.. Mr. G Narender, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process. After due scrutiny of e-votes casted for all the nine resolutions, Mr. G Narender, submitted the Scrutinizer's report to Chairman. Thereafter, the Chairman approved the same for taking it on record.

Chairman announced the result of e-voting of the AGM as per the business agenda laid before the meeting on the following items.

ORDINARY BUSINESS :

RESOLUTION - 1:

Adoption of Audited Balance Sheet, Profit & Loss Account, Reports of Directors and Auditors for the Financial Year 2013-14.

"RESOLVED THAT the Audited Accounts for the year ended 31st March 2014 and the reports of the Directors and Auditors thereon as placed before the Meeting be and are hereby adopted and approved".

Chairman announced passing of the above resolution through E-voting as submitted by the Scrutinizer appointed for this purpose.

Particulars	No. of shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	109	93,21,84,364	98.27
Voted against	10	1,64,21,394	1.73
Invalid votes	4	1,230	0
1 Shareholder having 10 votes, voted partly in favour (8 votes) and partly Against (2 votes).			

Thereafter, Chairman declared that the above **Ordinary Resolution** was passed with requisite majority.

Mr. S Balasubramanian, a non-interested Director took the Chair and conducted the proceedings for Resolution - 2.

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GM & Company Secretary

RESOLUTION - 2 :**Re-appointment of Mrs. G Indira Krishna Reddy as a Director :**

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Article 118 of the Articles of Association of the Company, **Mrs. G Indira Krishna Reddy**, who retires by rotation, be and is hereby re-appointed as a Director of the Company whose office is liable to retire by rotation."

Chairman announced passing of the above resolution through E-voting as submitted by the Scrutinizer appointed for this purpose.

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	96	89,92,07,023	94.79
Voted against	28	4,93,99,964	5.21
Invalid votes	0	0	0
2 Shareholders having in aggregate 510 votes, voted partly in Favour (255 votes) and partly Against (254 votes).			

Thereafter, Chairman declared that the above **Ordinary Resolution** was passed with requisite majority.

Mr. S Balasubramanian, has handed over the Chair back to Dr. G V K Reddy for conducting the remaining proceedings.

RESOLUTION - 3 :**Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Hyderabad as Statutory Auditors**

"RESOLVED THAT M/s. S R Batliboi & Associates LLP, Chartered Accountants, Hyderabad (Registration No.101049W), the retiring Auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company, who shall hold their office, from the conclusion of this meeting till the conclusion of the next Annual General Meeting, on such remuneration as may be fixed by the Board of Directors of the Company."

Chairman announced passing of the above resolution through E-voting as submitted by the Scrutinizer appointed for this purpose.

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	109	94,85,48,887	99.99
Voted against	16	56,451	0.01
Invalid votes	1	850	0
4 Shareholders having in aggregate 11,510 votes, voted partly in Favour (8,604 votes) and partly Against (2,906 votes).			

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Thereafter, Chairman declared that the above **Ordinary Resolution** was passed with requisite majority.

SPECIAL BUSINESS :

RESOLUTION - 4 :

Appointment of Mr. S Anwar as a Director as an Independent Director for a period of five years as an Ordinary Resolution.

"RESOLVED THAT Mr. S Anwar (holding DIN:06454745), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th November, 2013, in terms of section 161(1) of the Companies Act, 2013 and Article 109 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to 12th August, 2019."

Chairman announced passing of the above resolution through E-voting as submitted by the Scrutinizer appointed for this purpose.

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	113	94,85,51,217	99.99
Voted against	10	54,971	0.01
Invalid votes	1	500	0
2 Shareholders having in aggregate 10,010 votes, voted partly in Favour (8,003 votes) and partly Against (2,007 votes).			

Thereafter, Chairman declared that the above **Ordinary Resolution** was passed with requisite majority.

Mr. S Balasubramanian, a non-interested Director took the Chair and conducted the proceedings for Resolution - 5.

RESOLUTION - 5 :

Re-appointment of Dr. G V K Reddy as a Chairman & Managing Director for a period of five years as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 (corresponding to sections 198, 269, 309, 310, 316, Schedule XIII and any other applicable provisions of the Companies Act, 1956 read with Schedule

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XIII to the Companies Act, 1956) and based on the recommendations of the Remuneration Committee and the Board of Directors, consent of the shareholders be and is hereby accorded to the company for the re-appointment of Dr. GVK Reddy (holding DIN:00005212), as "Chairman & Managing Director" of the Company for an another period of 5 (five) years effective from 14th October, 2013, without remuneration.

Chairman announced passing of the above resolution through E-voting as submitted by the Scrutinizer appointed for this purpose.

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	109	93,44,31,348	98.51
Voted against	13	1,41,75,640	1.49
Invalid votes	0	0	0

Thereafter, Chairman declared that the above **Special Resolution** was passed with requisite majority.

Mr. S Balasubramanian, has handed over the Chair back to Dr. G V K Reddy for conducting the remaining proceedings.

RESOLUTION - 6 :

To authorize the Board to create charge / mortgage properties of the company under section 180(1)(a) of the Companies Act, 2013 as a Special Resolution.

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the 11th Annual General Meeting held on 9th September, 2005 and pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or amendments thereof) and Rules made there under, consent of the Shareholders be and is hereby accorded to the Board of Directors and its Committee(s), to mortgage or create charge on all or any of the immovable and movable properties (including pledge of securities held in subsidiaries/ associates) of the Company, its subsidiaries and associates where so ever situated, present and future, and /or conferring power to enter upon and to take possession of assets of the Company in certain events, to or in favour of any Bank(s) or Financial Institution(s) situated within or outside India (hereinafter referred to as "the Lenders") to secure repayment of rupee term loans or foreign currency loans or a combination of both lend, advanced or agreed to lend and advanced by the lender(s) to the Company either jointly or severally or in any other combination thereof, as the case may be, in terms of the loan agreement(s), entered into/ to be entered into by the Company with each of the lenders for the purpose of implementation of the project(s) of the Company, its subsidiaries and associates.

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Chairman announced passing of the above resolution through E-voting as submitted by the Scrutinizer appointed for this purpose.

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	104	94,67,45,288	99.80
Voted against	20	18,61,700	0.20
Invalid votes	0	0	0
2 Shareholders having in aggregate 10,010 votes, voted partly in Favour (5,002 votes) and partly Against (5,008 votes).			

Thereafter, Chairman declared that the above **Special Resolution** was passed with requisite majority.

RESOLUTION - 7 :

To authorize the Board to borrow monies under section 180(1)(c) of the Companies Act, 2013 as a Special Resolution.

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the 11th Annual General Meeting held on 9th September, 2005 and pursuant to Section 180(1)(c) and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or amendments thereof), consent of the shareholders be and is hereby accorded to the Board of Directors and its Committee(s) to borrow any sum or sums of money, from time to time, not exceeding at any time, a sum of Rs. 2,000 Crores (Rupees Two Thousand Crores Only) for the purpose of business of the Company notwithstanding, that such borrowing(s), together with the monies already borrowed by the Company (apart from temporary loans, if any, obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose."

Chairman announced passing of the above resolution through E-voting as submitted by the Scrutinizer appointed for this purpose.

Particulars	No. of Shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	109	94,67,55,590	99.80
Voted against	14	18,50,798	0.20
Invalid votes	0	0	0
.1 Shareholder having 10 votes, voted partly in Favour (4 votes) and partly Against (6 votes).			

Thereafter, Chairman declared that the above **Special Resolution** was passed with requisite majority.

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P.V. Rama Seshu
GM & Company Secretary

RESOLUTION - 8 :

To consider and approve alter the Article 1 of the Article of Association of the Company as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions, if any, of the Companies Act, 2013, approval of the shareholders be and is hereby accorded to the Company to amend the Articles of Association of the Company in the following manner;

i) To insert the following in place of Article 1 :

The regulations contained in Table F of Schedule I of the Companies Act, 2013, shall apply to the Company in so far as they are not inconsistent with or repugnant to any of the regulations contained in the Articles of the Association of the Company.

ii) To insert the following Article 125A after the Article 125 :

Chairman of the Board:

- a) The Directors should elect one among themselves as Chairman of the Board who will Chair all meetings of the Board and General Meetings of the Company.
- b) If, the Chairman is unable to attend the meeting or if he is not present at the Board Meeting within 15 minutes of the scheduled time, the remaining directors, present at the meeting, should elect one among themselves as Chairman of that meeting.
- c) The positions of the Chairman and the Managing Director / Chief Executive Officer can be held by one person, at the same time, to ensure effective execution of the ongoing and future projects, being implemented / to be implemented by itself and/or through one or more of its subsidiaries and associates under different vertical businesses of the company.

RESOLVED FURTHER that Mr. P V Rama Seshu, GM & Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Chairman announced passing of the above resolution through E-voting as submitted by the Scrutinizer appointed for this purpose.

Particulars	No. of shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	113	93,44,29,485	98.51
Voted against	9	1,41,76,503	1.49
Invalid votes	1	1,000	0
1 Shareholder having 10 votes, voted partly in Favour (6 votes) and partly Against (4 votes).			

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P.V. Rama Seshu
GM & Company Secretary

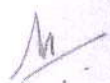
Thereafter, Chairman declared that the above **Special Resolution** was passed with requisite majority.

RESOLUTION - 9 :

Further Issue of equity shares under section 62 of the Companies Act, 2013 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**"), 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, 2000, 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, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**") 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 and subject to such approvals, consents, permissions and sanctions, 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 shall be deemed to include any committee thereof, constituted or to be constituted to exercise its powers) consent of the Shareholders be and is hereby accorded to the Board 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

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GM & Company Secretary

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 (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, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, 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, 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 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) 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 Securities is made by way of a Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning 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 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

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percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations."

"RESOLVED FURTHER 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, 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 Equity Shares 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 SEBI 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 SEBI ICDR Regulations; and
- d) in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depositary Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance."

"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

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GM & Company Secretary

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 into other 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 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 Securities that are not subscribed."

"RESOLVED FURTHER that Dr. GVK Reddy, Chairman & Managing Director, Mr. G V Sanjay Reddy, Vice Chairman, Mr. Krishna Ram Bhupal, Director, Mr. A. Issac George, Director and CFO, Mr. P V Rama Seshu, General Manager & Company Secretary of the Company be and are hereby severally authorized to appoint the Lead Managers, Underwriters, Guarantors, 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

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P.V. Rama Seshu
GM & Company Secretary

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 the Board be and is hereby authorized to form a Committee of the Directors / Officials of the Company and delegate all or any of its powers to such Committee for giving effect to these resolutions and also to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of Eligible Securities or Equity Shares to be allotted on conversion of any Eligible Securities including but not limited to:

- a) Finalizing and approving the offer document and filing the same with any authority or persons as may be required
- b) Approving the issue price, the no of equity shares to be allotted, the basis of allocation and allotment of Eligible Securities or Equity Shares to be allotted if any on conversion of Eligible Securities;
- c) Arranging the delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Eligible Securities or Equity Shares to be allotted on conversion of Eligible Securities by the Company
- d) Determining the form and manner of the issue, including the class of investors to whom the Eligible Securities are to be issued and allotted, number of Eligible Securities, if any, rate of interest, additional interest, premium on redemption, prepayment or any other debt service payments;
- e) Opening such bank accounts and de-mat accounts as may be required for the transaction;
- f) Making applications for listing of the equity shares of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s);
- g) To do all such acts, deeds, matters and things and execute all such other documents including making applications that may be necessary from SEBI, Stock Exchanges, RBI, FIPB and any other regulatory authority as may be necessary or desirable for the purpose of the transactions;
- h) Making such applications to the relevant authorities and make necessary regulatory filings in connection with the issue;
- i) To authorize or delegate all or any of the powers herein above conferred to any or more persons, if need be.

Chairman announced passing of the above resolution through E-voting as submitted by the Scrutinizer appointed for this purpose.

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For GVK POWER & INFRASTRUCTURE LTD.



P.V. Rama Seshu
GM & Company Secretary

Particulars	No. of shareholders	No. of votes (in equity shares)	% of voting
Total votes polled	122	94,86,06,988	100.00
Voted in favour	93	88,32,20,181	93.11
Voted against	31	6,53,86,807	6.89
Invalid votes	0	0	0
2 Shareholders having in aggregate 10,010 votes, voted partly in Favour (8,002 votes) and partly Against (2,008 votes).			

Thereafter, Chairman declared that the above **Special Resolution** was passed with requisite majority.

The poll results were notified to the Stock Exchange (i.e. NSE and BSE) in the format prescribed under Clause 35A of the Listing Agreement and the details of the said results were also uploaded on the Company's website.

Vote of Thanks

There being no business to transact the meeting concluded with a vote of thanks to the Chair.

Place: Secunderabad

Date : 16-08-2014

P. K.
CHAIRMAN

For GVK POWER & INFRASTRUCTURE LTD.

P.V. Rama Seshu
P.V. Rama Seshu
GM & Company Secretary

CHAIRMAN'S
INITIAL