



11<sup>th</sup> December, 2010

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

And

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

Dear Sir,

**Sub: Declaration of results of Postal Ballot.**

**Ref: 1) Clause 31(d) of the Listing Agreement.**

**2) BSE Scrip Code:532708, NSE Scrip Code: GVKPIL.**

Please find enclosed herewith minutes of the following results of the Postal Ballot duly signed by Mr. A Issac George, Director and CFO of our Company, along with a Report of the Scrutinizer appointed by the Board to conduct the Postal Ballot process.

- 1) To make investments / provide securities / give guarantees beyond the limits specified u/s 372A of the Companies Act, 1956
- 2) To transfer the transportation assets of the company to another wholly owned subsidiary of the company to create transportation vertical

Please acknowledge receipt of the same.

Thanks & regards,

**For GVK Power & Infrastructure Limited**

  
**P V Rama Seshu**  
**Company Secretary**

**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF GVK POWER & INFRASTRUCTURE LIMITED HELD THROUGH A POSTAL BALLOT ON SATURDAY, THE 11<sup>TH</sup> DECEMBER, 2010, AT THE REGISTERED OFFICE OF THE COMPANY AT BOARD ROOM, "PAIGAH HOUSE", 156-159, SARDAR PATEL ROAD, SECUNDERABAD – 500 003.**

The Postal Ballot Notice dated 30<sup>th</sup> October, 2010, issued pursuant to Section 192A of the Companies Act, 1956, for passing the Special Resolution and Ordinary Resolution by postal ballot, was dispatched to the Members of the Company on 10<sup>th</sup> November, 2010.

The Board of Directors through a resolution passed at the Board Meeting held on 30<sup>th</sup> October, 2010 had appointed Mr. G Narender, Practicing Company Secretary as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner. The Postal Ballot Forms and the self-addressed business reply envelopes were also sent for use of Members. The shareholders were requested to return the postal ballot forms duly completed along with the assent (for) or dissent (against), so as to reach the scrutinizer on or before 10<sup>th</sup> December, 2010.

After due scrutiny of all the postal ballot forms received up to close of working hours on 10<sup>th</sup> December, 2010 (being the last date fixed for return of the duly filled in Postal Ballot forms by the Members), Mr. G. Narender the Scrutinizer appointed by the Board has reported the following in his report:

**Item No.1 - Special Resolution :**

**To make investments / provide securities / give guarantees beyond the limits specified u/s 372A of the Companies Act, 1956.**

Particulars	No. of postal ballot forms	No. of shares	% of total valid votes
(a) Total postal ballot forms received	4,592	98,63,07,567	
(b) Less: Invalid postal ballot forms (as per register)	333	1,57,10,322	
(c) Net Valid postal ballot forms (as per register)	4,259	97,05,97,245	100.00
(d) Postal ballots voted in favour (Assent) of the resolution	3,979	94,62,64,390	97.49
(e) Postal ballots voted against (Dissent) the resolution	284	2,43,32,855	2.51
Foot note difference	In Ballot Serial Numbers (4) : 1565, 1875, 3608 & 5111 votes polled 'FOR' & 'AGAINST'		



**The special resolution duly approved by the members is as under:**

"RESOLVED THAT pursuant to the provisions of Section 372A, 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the requisite permission(s)/consent(s)/approval(s) of appropriate authorities where required, consent of the shareholders be and is hereby accorded to the company to make investments / give guarantees / provide securities in connection with the bidding / acquiring / negotiating / implementing the existing / new projects being under taken / implemented by the company directly or through its one or more subsidiaries / step down subsidiaries / associate companies / group companies on such terms and conditions as the Board may deem fit."

"RESOLVED FURTHER THAT the overall limit for the investments / guarantees and securities to be given shall be up to an amount of ₹10,000 Crores regardless that the aggregate of the investments/guarantees and securities in any body/ bodies corporate may exceed the percentages (limits) prescribed under Section 372A of the Companies Act 1956."

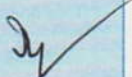
"RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the manner and the amount which it shall make as investments, provide securities and give guarantees within the above mentioned limit with the power to transfer / dispose of the investments in subsidiaries / step down subsidiaries / associate companies / group companies in one or more tranches."

"RESOLVED FURTHER THAT the Board is also hereby authorized to delegate all or any of the above powers to the committee of directors or the principal officer of the company and generally do all such acts, deeds, matters and things that may be necessary, proper, expedient, or incidental for the purpose of giving effect to these resolutions."

"RESOLVED FURTHER THAT Dr. G V Krishna Reddy, Chairman & Managing Director, Mr. G V Sanjay Reddy, Vice Chairman, Mr. Krishna Ram Bhupal, Director, Mr. A Issac George, Director & Chief Financial Officer and Mr. P V Rama Seshu, Company Secretary of the Company be and are hereby severally authorised to approach Reserve Bank of India, Central Government, Financial Institutions, Bank(s) and such other Lending Agencies and to negotiate, agree and finalise the terms and conditions and also to execute, sign (including amendments, modifications, alterations if any) the required representations, Loan Agreements, Security Documents, MOUs, Deeds, writings and to offer and provide Share Pledges, Counter / Corporate Guarantees, Bank Guarantees, Letter of Credit, Undertakings in connection with various financial obligations and other commitments of the Company, its subsidiaries, associates and other group companies for the ongoing or future projects which are engaged / to be engaged in infrastructure and other fields and also to offer and provide such securities as may be required by the Lenders, from time to time, by whatever name called, for and on behalf of the Company."

"RESOLVED FURTHER THAT the Common Seal of the Company be affixed on such of the above documents, undertakings, instruments and writings, as may be required by the Lenders or authorities, in the presence of any one of the following viz., Dr. G V Krishna Reddy, Chairman & Managing Director, Mr. G V Sanjay Reddy, Vice Chairman, Mr. Krishna Ram Bhupal, Director, Mr. A Issac George, Director & Chief Financial Officer and Mr. P V Rama Seshu, Company Secretary of the Company, who shall counter sign the same in token thereof."

CHAIRMAN'S  
INITIAL





**Item No.2 - Ordinary Resolution :**

**Transfer of all the transportation assets of the company to another wholly owned subsidiary of the company to create transportation vertical.**

Particulars	No. of postal ballot forms	No. of shares	% of total valid votes
(a) Total postal ballot forms received	4,592	98,63,08,207	
(b) Less: Invalid postal ballot forms (as per register)	433	1,57,42,459	
(c) Net Valid postal ballot forms (as per register)	4,159	97,05,65,748	100.00
(d) Postal ballots voted in favour (Assent) of the resolution	3,858	97,04,40,475	99.98
(e) Postal ballots voted against (Dissent) the resolution	306	1,25,273	0.02
Foot note difference	In Ballot Serial Numbers (5) : 1875, 1876, 3608, 4049 & 5410 votes polled 'FOR' & 'AGAINST'		

**The ordinary resolution duly approved by the members is as under:**

"RESOLVED THAT pursuant to the provisions of Section 293(1)(a), 192A and other applicable provisions, if any, of the Companies Act, 1956, consent of the shareholders be and is hereby accorded to the company to transfer the investments made in the transportation assets of the company viz., GVK Jaipur Expressway Private Limited and GVK Deoli Kota Expressway Private Limited, the value of which is around ₹300 Crores to GVK Transportation Private Limited, a wholly owned subsidiary of the company to create transportation vertical."

"RESOLVED FURTHER THAT Dr. G V Krishna Reddy, Chairman & Managing Director, Mr. G V Sanjay Reddy, Vice Chairman, Mr. Krishna Ram Bhupal, Director, Mr. A Issac George, Director & Chief Financial Officer and Mr. P V Rama Seshu, Company Secretary of the Company be and are hereby severally authorized to approach the regulatory authorities/financial institutions and such other agencies for their approval as may be required and also to do and perform all such acts, matters, deeds and things, as may be necessary without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and to execute necessary documents, schemes, agreements, deeds of assignment / conveyance to complete the transfer of investments as stated above."

Mr. A Issac George, Director and CFO, after receiving the Scrutinizer's Report dated 10<sup>th</sup> December, 2010 announced the said resolutions, as specified in the Postal Ballot Notice dated 30<sup>th</sup> October, 2010, were duly passed by the requisite majority and directed that the above resolutions be recorded in the minute book as the proceedings of general meeting of the members.

The above results were announced by the undersigned on Saturday, the 11<sup>th</sup> December, 2010 at the Registered Office at 11.00 a.m.

Place : Hyderabad  
Date : 11-12-2010

*A. Issac George*  
**A Issac George**  
Director & CFO

CHAIRMAN'S  
INITIAL





# NARENDER & ASSOCIATES

## Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038.

Phone : 040-66639520, 39105549, Fax : 40037359, e-mail : narenderg99@hotmail.com, narenderg99@gmail.com

To  
Director

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

Dear Sir,

**Sub: Approval of shareholders for making investments/providing securities/ giving guarantees beyond the limits specified u/s 372A of the Companies Act, 1956 and for transferring all the transportation assets of the company to another wholly owned subsidiary of the company to create transportation vertical – Scrutinizer's Report on the Postal Ballot – Regarding.**

- 1 The Board of Directors of the Company at their meeting held on 30<sup>th</sup> October, 2010 has appointed me as a Scrutinizer for conducting the Postal Ballot voting process on the captioned subject.
- 2 In this connection, I submit my report as under:
  - 2.1 The company has completed the dispatch of postal ballot forms on 12.11.2010 along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on 29.10.2010.
  - 2.2 Particulars of all the postal ballot forms received from the members have been entered in the Register separately maintained for the purpose.
  - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
  - 2.4 The ballot boxes were opened on 10<sup>th</sup> December, 2010 in my presence
  - 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / List of beneficiaries as on 29.10.2010.
  - 2.6 All postal ballot forms received upto the close of working hours on 10<sup>th</sup> December, 2010, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
  - 2.7 Envelopes containing postal ballot forms received after 10<sup>th</sup> December, 2010 were not considered for my scrutiny.
  - 2.8 There were four mutilated ballot papers.



3. A summary of the Postal Ballot forms received is given below

**RESOLUTION : 1**

**Business: Special Resolution for making investments/providing securities/ giving guarantees beyond the limits specified u/s 372A of the Companies Act, 1956.**

Particulars	No. of postal ballot forms	No. of shares	% of total valid votes
(a) Total postal ballot forms received	4,592	98,63,07,567	
(b) Less: Invalid postal ballot forms (as per register)	333	1,57,10,322	
(c ) Net Valid postal ballot forms (as per register)	4,259	97,05,97,245	100.00
(d) Postal ballots voted in favour (Assent) of the resolution	3,979	94,62,64,390	97.49
(e) Postal ballots voted against (Dissent) the resolution	284	2,43,32,855	2.51
Foot note difference	In Ballot Serial Numbers (4): 1565,1875,3608 & 5111 votes polled 'FOR' & 'AGAINST'		





## RESOLUTION : 2

**Business: Ordinary Resolution for transferring all the transportation assets of the company to another wholly owned subsidiary of the company to create transportation vertical.**

Particulars	No. of postal ballot forms	No. of shares	% of total valid votes
(a) Total postal ballot forms received	4,592	98,63,08,207	
(b) Less: Invalid postal ballot forms (as per register)	433	1,57,42,459	
(c ) Net Valid postal ballot forms (as per register)	4,159	97,05,65,748	100.00
(d) Postal ballots voted in favour (Assent) of the resolution	3,858	97,04,40,475	99.98
(e) Postal ballots voted against (Dissent) the resolution	306	1,25,273	0.02
Foot note difference	In Ballot Serial Numbers (5): 1875,1876,3608,4049 & 5410 votes polled 'FOR' & 'AGAINST'		

4 Accordingly, I hereby report that for

4.1 **Resolution 1** – 94,62,64,390 of Equity Shares representing 3,979 Postal Ballots voted in favour and 2,43,32,855 of Equity Shares representing 284 Postal Ballots voted against the resolution.

4.2 **For Resolution 2** – 97,04,40,475 of Equity Shares representing 3,858 Postal Ballots voted in favour and 1,25,273 of Equity Shares representing 306 Postal Ballots voted against the resolution.

5 I have handed over the Postal Ballot forms 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.

Place : Hyderabad  
Date : 11.12.2010

Scrutinizer appointed by the Board



For NARENDER & ASSOCIATES  
Company Secretaries

*G. NARENDER*  
G. NARENDER  
Proprietor  
FCS-4898, CoP-5024