



27th September, 2017

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 Sirs,

Sub: 23rd Annual General meeting ('AGM') and voting results of GVK Power & Infrastructure Limited

Ref: Compliance under Regulation 30 and Regulation 44(3) of SEBI (LODR) Regulations 2015

In continuation to our letter dated September 04, 2017, 23rd Annual General Meeting ('AGM') of the Company was held today and the business mentioned in the Notice dated August 11, 2017 were transacted.

In this regard, Please find enclosed the following-

- (1) Summary of proceedings as required under Regulation 30, Part-A of Schedule -III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – I
- (2) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations as Annexure – II.
- (3) Report of Scrutinizer dated September 27, 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as Annexure -III

This is for your information and records

Thanks & regards,

For GVK Power & Infrastructure Ltd

P V Rama Seshu
AVP & Company Secretary



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

T+91 40 2790 2663/64 F+91 40 2790 2665
www.gvk.com
CIN : L74999AP2005PLC059013

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Summary of proceedings of the 23rd Annual General Meeting

The 23rd Annual General Meeting (AGM) of the Members of GVK Power & Infrastructure Limited ('the Company') was held on Wednesday, September 27, 2017 at 11.30 A.M (IST) at Sri Satya Sai Nigamagamam, 8-3-987/2, Srinagar Colony, Hyderabad 500 074.

Dr. GVK Reddy, Chairman of the Board chaired the meeting.

The meeting commenced with the Chairman welcoming the members of the Company to the 23rd AGM. Thereafter, Chairman introduced his colleagues on the dais and further informed that Mr S Balasubramanian, Director of the Company could not attend the meeting due to his prior commitments.

Chairman declared that as the requisite quorum being present, the meeting is called to order.

Thereafter, Chairman delivered his speech which included the broad update on Indian economy and operational highlights of the business of the Company.

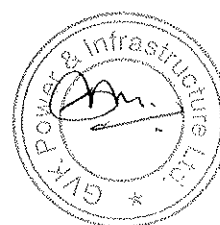
After conclusion of his speech, Chairman informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically were provided an opportunity to cast their votes at the end the meeting by means of a physical ballot. It was further informed that there would be no voting by show of hands.

The following items of business, as per the Notice of AGM dated August 11, 2017, were transacted at the meeting.

1. Adoption of Audited financial statements of the Company for the financial year ended March 31, 2017.
2. Re-appointment of Mr G V Sanjay Reddy as a director liable to retire by rotation.
3. Appointment of M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditors in place of M/s S R Batliboi & Associates LLP, whose term is completed in terms of Section 139(1) of Companies Act, 2013

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4. Appointment of Mr. P V Prasanna Reddy as a Director of the Company



Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed Narender G, Practising Company Secretary as the Scrutinizer to supervise the e - voting and ballot voting process. The Chairman authorized the Company secretary to declare the results of voting and place the same on the website of the Company.

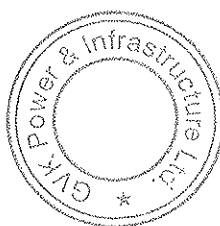
The consolidated scrutinizers report on e-voting and physical ballot dated 27th September, 2017 was received and accordingly all the resolutions as set out in the notice were declared as passed with requisite majority.

This is for your information and record.

Thanks & regards,

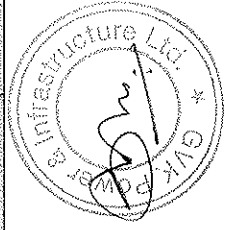
For GVK Power & Infrastructure Ltd


P V Rama Seshu
AVP & Company Secretary



GVK POWER & INFRASTRUCTURE LTD	
Date of the AGM/ECM	27-09-2017
Total number of shareholders on record date	269729
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	177
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

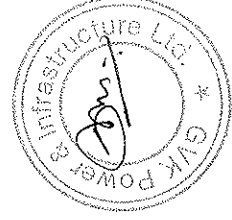
Resolution No.	1	ORDINARY - Adoption of Audited financial statements for the year ended 31.03.2017.						
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes -- in favour (4)	No. of Votes -- against (5)	% 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		838154025	97.8318	838154025	0	100.0000	0.0000
	Poll	856729340	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total		838154025	97.8318	838154025	0	100.0000	0.0000
	E-Voting		82123721	76.2772	82123721	0	100.0000	0.0000
	Poll	107664875	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		82123721	76.2772	82123721	0	100.0000	0.0000
	E-Voting		142363	0.0232	138705	3658	97.4305	2.5694
Public- Non Institutions	Poll	614816185	21514	0.0035	21514	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		163877	0.0267	160219	3658	97.7678	2.2322
	Total	1579210400	920441623	58.2849	920437965	3658	99.9996	0.0004



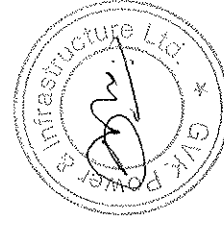
Resolution No.	2	ORDINARY - Re-appointment of G V Sanjay Reddy as a director retiring by rotation									
Resolution required: (Ordinary/ Special)	No										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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	856729340	838154025	97.8318	838154025	0	100.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
Public- Institutions	Total		838154025	97.8318	838154025	0	100.0000	0.0000			
	E-Voting	107664875	82123721	76.2772	82123721	0	100.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
Public- Non Institutions	Total		82123721	76.2772	82123721	0	100.0000	0.0000			
	E-Voting	614816185	142163	0.0231	127654	14509	89.7941	10.2058			
	Poll		21514	0.0035	21514	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
Total	Total	1579210400	163677	0.0266	149168	14509	91.1356	8.8644			
	Total		920441423	58.2849	920426914	14509	99.9984	0.0016			



Resolution No.	3	ORDINARY - Appointment of M/s Price Waterhouse Chartered Accountants LLP, Chartered Accountants as Statutory Auditors in place of M/s S R Batliboi & Associates LLP, whose term is completed in terms of Section 139(1) of Companies Act, 2013									
Resolution required: (Ordinary/ Special)											
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category		No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes -- against (5)	% 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		838154025	97.8318	838154025	0	100.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	856729340	0	0.0000	00	0	0.0000	0.0000			
	Total		838154025	97.8318	838154025	0	100	100	0.0000		
Public- Institutions	E-Voting		82123721	76.2772	82123721	0	100.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	107664875	0	0.0000	00	0	0.0000	0.0000			
	Total		82123721	76.2772	82123721	0	100	100	0.0000		
Public- Non Institutions	E-Voting		142098	0.0231	135956	6142	95.6776	4.3223			
	Poll		21514	0.0035	21514	0	100.0000	0.0000			
	Postal Ballot (if applicable)	614816185	0	0.0000	00	0	0.0000	0.0000			
	Total		163612	0.0266	157470	6142	96.246	3.754			
Total		1579210400	920441358	58.2849	920435216	6142	99.9993	0.0007			



Resolution No.	4	ORDINARY - Appointment of Mr P V Prasanna Reddy as Director									
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% 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	856729340	838154025	97.8318	838154025	0	100.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
Public- Institutions	Total		838154025	97.8318	838154025	0	100.0000	0.0000			
	E-Voting	107664875	82123721	76.2772	82123721	0	100.0000	0.0000			
	Poll		0	0.0000	00	0	0.0000	0.0000			
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total		82123721	76.2772	82123721	0	100.0000	0.0000			
	E-Voting	614816185	142163	0.0231	129082	13081	90.7985	9.2014			
	Poll		21514	0.0035	21514	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
Total	Total	1579210400	163677	0.0266	150596	13081	92.008	7.992			
	Total		920441423	58.2849	920428342	13081	99.9986	0.0014			





NARENDER & ASSOCIATES

Company Secretaries

403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad - 500 038.
Phone : 040-40159831, 23730801 Fax : 40037359 E-mail : narenderg99@gmail.com

COMBINED SCRUTINIZER'S REPORT ON EVOTING & PHYSICAL BALLOT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended to date]

To
The Chairman of the
23rd Annual General Meeting of
GVK Power & Infrastructure Limited
Paigah House, 156-159,
Sardar Patel Road,
Secunderabad – 500003.

Ref: Combined Report on resolutions passed through e-voting and Physical Ballot conducted at the 23rd Annual General Meeting (AGM) of the members of M/s. GVK Power & Infrastructure Limited held on Wednesday, 27th September, 2017 at 11.30 A.M. at Sri Satya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad 500073.

Dear Sir,

I, Gandhari Narender, Proprietor of Narender & Associates, Company Secretaries having its office at 403, Naina Residency, Srinivasa Nagar (East), Ameerpet, Hyderabad – 500038, Telangana, India, appointed as a Scrutinizer for M/s. GVK Power & Infrastructure Limited ("the Company") for the purpose of scrutinizing the e-voting and Physical Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and Physical Ballot carried out as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 23rd Annual General Meeting of the members of the company, held on Wednesday, 27th September, 2017 at 11.30 A.M. at Sri Satya Sai Nigamagamam, 8-3-987/2, Sri Nagar Colony, Hyderabad 500073 submit my report as under:

1. The company has availed e-voting facility from M/s. Karvy Computershare Private Limited ("e-voting facilitator") for enabling the shareholders to cast their votes electronically. E-Voting and Physical Ballot at the Annual General Meeting venue was conducted under my supervision. At the time of Physical Ballot, adequate care is taken such that no member who has cast his vote by remote e-voting prior to the meeting is allowed to cast his vote again at the Annual General Meeting venue.



2. The e-voting period remained open from 9.00 A.M. on 24th September, 2017 till 5.00 P.M. on 26th September, 2017.
3. The Shareholders holding shares as on the "cut off" date i.e. 20th day of September, 2017 were entitled to vote on the proposed resolutions (Item No. 1 to 4) as set out in the Notice of 23rd Annual General Meeting of the Company.
4. After the time fixed for closing of the Physical Ballot by the Chairman two ballot boxes kept for Physical Balloting were sealed in my presence with due identification marks placed by me.
5. The remote votes were unblocked on 26th day of September, 2017 around 5.21 P.M and the sealed ballot boxes were opened on 27th day of September, 2017 around 12.36 P.M. in the presence of two witnesses, Ms. C Bhandhavi, R/o Flat No. 104, Karthikeya Apts, Behind Volvo servicing Centre, Miyapur – 500049, Hyderabad and Mr. Ramana Reddy R/o 402, Street No. 14, Kamala Towers, Himayatha nagar, Hyderabad - 500029 who are not in the employment of the Company. The Physical Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the company and the authorizations/proxies lodged with the company.
6. Thereafter the details, containing inter-alia the list of equity shareholders who voted "For" and "Against" were downloaded from the e-voting website of Karvy Computershare Private Limited (KCPL) [<https://www.evoting.karvy.com>] and the same along with the information on Physical Balloting of votes during the Annual General Meeting are handed over to the Company Secretary of the Company.
7. The Physical Ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
8. Based on the data downloaded from the official e-voting website of the e-Voting facilitator and the Physical Ballot conducted at the Annual General Meeting venue, I now submit combined result (of e-voting & Physical Ballot) as under:

1 Resolution 1 - Adoption of Accounts for the Year ended 31st March, 2017.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
123	920416451	37	21514	160	920437965	99.9996



(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
8	3658	0	0	8	3658	0.0004

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot
3	18203	5	153	8	18356

2. Resolution 2 – Appointment of a Director in place of Mr. G V Sanjay Reddy (DIN: 00005282) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
115	920405400	37	21514	152	920426914	99.9984

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
17	14509	0	0	17	14509	0.0016



(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot
4	18403	5	153	9	18556

3. **Resolution 3 – Appointment of M/s. Price Waterhouse LLP, Chartered Accountants as the Statutory Auditors in place of M/s S R Batliboi & Associates LLP, whose term is completed in terms of Section 139(1) of Companies Act, 2013.**

(i) Voted in favour of the Resolution:

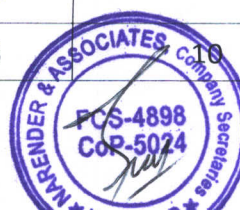
Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
118	920413702	37	21514	155	920435216	99.9993

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
12	6142	0	0	12	6142	0.0007

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot
5	18468	5	153	10	18621



4. **Resolution 4 – Appointment of Mr. P V Prasanna Reddy as Director.**

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
118	920406828	37	21514	155	920428342	99.9986

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot	% of total number of valid votes cast
15	13081	0	0	15	13081	0.0014

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through Physical Ballot	Number of votes cast by Physical Ballot	Total Number of members voted through e-voting and by Physical Ballot	Total Number of votes cast by e-voting & by Physical Ballot
4	18403	5	153	9	18556

The Register, Physical Ballot Papers, all other papers and relevant records relating to electronic voting and Physical Ballot were sealed and the same are handed over to the AVP & Company Secretary of the company immediately after the approval and signing of the minutes for safe keeping.

For **NARENDER & ASSOCIATES**

Company Secretaries

G Narendar
G NARENDER

Proprietor

FCS:4898; CoP:5024



Place: Hyderabad

Date: 27.09.2017