



15th October, 2018

Bombay Stock Exchange Limited
1st Floor, Rotunda Building,
P J Towers, Dalal Street, Fort
Mumbai 400 013

National Stock Exchange of India Ltd
Exchange Plaza
5th Floor, Plot No: C/1,G Block
Bandra East, Mumbai – 400 051.

Dear Sir,

Sub: Notice of 24th Annual general Meeting (AGM)

Ref: BSE 532708; NSE: GVKPIL

Further to the letter sent to you on 23rd July, 2018 regarding deferment of Annual General Meeting (AGM) of the Company, please find enclosed notice of the 24th AGM of the Company to be held on Wednesday, 14th November, 2018 at 11:30 a.m. at Sri Satya Sai Nigamagmam, 8-3-987/2, Sri Nagar Colony, Hyderabad-500 073

Accordingly, Register of Members and Share transfer books of the Company will remain closed from **Saturday, the 10th November, 2018** to **Wednesday, the 14th November, 2018** (both days inclusive) for the purpose of AGM of the Company.

This is for your information please.

Thanks & regards,

For GVK Power & Infrastructure Ltd

P V Rama Seshu
AVP & Company Secretary

Notice

Notice is hereby given that the 24th Annual General Meeting of the members of GVK Power & Infrastructure Limited (CIN:L74999AP2005PLC059013) will be held on **Wednesday, the 14th November, 2018 at 11:30 a.m.** at Sri Satya Sai Nigamagamam, 8-3-987/2, Srinagar Colony, Hyderabad - 500 073 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2018 and the Report of the Board of Directors ('the Board') and the Auditors thereon.
2. To appoint a director in place of Krishna R Bhupal (DIN 00005442), who retires by rotation and, being eligible, seeks re-appointment.

SPECIAL BUSINESS:

3. 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 180(1)(a) of the Companies Act, 2013 and other applicable provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations 2015), read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and also subject to necessary approvals, if any, from all the concerned third parties and regulatory authorities including from the lenders, consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company ("Board") (including the committee thereof) to raise funds up to an amount of Rs. 8,000 Crore by disposal, sale, lease, hypothecation, mortgage, charge or otherwise of all or any of the immovable and movable properties of the Company (including shares and securities held in any Company), so as to utilize the proceeds for the repayment of the outstanding financial obligations of the Company and its subsidiaries/associates and group companies and for this purpose the Board hereby authorized to delegate the necessary powers in this regard to the Project Sub-committee of the Board."

"RESOLVED FURTHER THAT pursuant to the applicable provisions of the Listing Regulations, 2015 (as amended, from time to time), and other applicable laws, if any and subject to receipt of all necessary approvals and consents (including from the lenders) as applicable, consent of the Shareholders be and is hereby also accorded to the Board to dilute equity stake, which may result in reduction of shareholding to less than 50% in GVK Airport Holdings Limited (GVKAHL), a step down subsidiary of the Company through an initial public offer (IPO) (which may include a sale of shares held by the Company in GVKAHL) or private placement or stake sale to one or more investors or through a combination of the foregoing, so as to utilize the proceeds for the repayment of the balance outstanding obligations of GVK Airport Developers Limited, a wholly owned subsidiary of the Company and also to meet other financial needs of the Company and its associate and group companies."

"RESOLVED FURTHER THAT Dr. GVK Reddy, Chairman, Mr. G V Sanjay Reddy, Vice Chairman, Mr. Krishna R Bhupal, Director, Mr. A Issac George, Director & CFO, Mr. P V Rama Seshu, AVP & Company Secretary, Mr. Mudit Parashar and Mr. Sanjeev K Singh, Authorised Signatories of the Company be and are hereby severally authorized to take necessary steps as may be required for giving effect to this resolution and also to negotiate, finalise and execute such of the documents, agreements, undertakings, powers of attorney etc., including any amendments or modifications thereto in connection with the above said equity dilution and also to do such other acts, things, deeds as may be required."

By order of the Board

Place : Hyderabad
Date : August 14, 2018

P V Rama Seshu
AVP & Company Secretary

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.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **November 10, 2018 to November 14, 2018** (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 true copy of the Board Resolution / Authority Letter along with the attested specimen signature(s) of their authorised representative(s).
 - 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/RTA 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 Section 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 Section 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. Members who have not registered their email addresses, so far, are requested to register their email address with the Company or Karvy at 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, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members

to cast their votes electronically through the electronic voting (E-Voting) facility provided by Karvy Computershare Pvt Ltd (Karvy). 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://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://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://evoting.karvy.com> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned certified true copy of the Board Resolution / Authority Letter. etc. along with the attested specimen signature(s) of their authorised representative(s) in PDF format in the system for the scrutinizer to verify the vote.

(D) The voting period begins on **10th November, 2018 at 9.00 a.m.** and ends on **13th November, 2018 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 the Karvy 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, **5th October, 2018** 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 **7th November, 2018**, 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. **7th November, 2018**, 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://evoting.karvy.com> under help section or write an email to: einward.ris@karvy.com or 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 and on the website of Karvy 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: 3

This is to inform the members of the Company that Company had in 2017, disposed off its entire equity stake in Bangalore International Airport Limited that was held through a step down subsidiary of the Company i.e. Bangalore Airport and Infrastructure Developers Limited (BAIDL) to Fairfax Group and the sale proceeds were fully utilized to repay the outstanding obligations, to the extent possible, of GVK Airport Developers Limited (GVKADL), a wholly owned subsidiary of the Company.

Further, subject to necessary approvals from the Regional Director, Ministry of Corporate Affairs, Hyderabad, GVKADL is getting merged with BAIDL through a scheme of amalgamation for which, necessary applications have been filed by these respective companies with the Registrar of Companies and the Official Liquidator, Hyderabad. Both these companies have obtained their respective shareholders approval. Except one or two, they have also obtained the creditors and other class of shareholders approval for this scheme.

With a view to repay the balance outstanding obligations of GVKADL and also to meet other financial needs, it is now proposed to raise additional funds up to an amount of Rs.6,000 Crore by, inter alia, dilution of equity stake in GVK Airport Holdings Limited (GVKAHL), a step down subsidiary of the Company. GVKAHL holds 50.50% equity stake in Mumbai International Airport Private Limited (MIAL). MIAL has been awarded a Greenfield project to implement the Navi Mumbai International Airport. Both these projects are expected to give reasonably good valuations in support of the proposed fund raising. It is also proposed to consider other avenues for fund raising, including dilution of equity stake of the Company in its other subsidiaries and step-down subsidiaries, in our Airport, Energy and Transportation verticals business.

The proposed stake dilution in GVKAHL is proposed through (i) an Initial Public Offer (IPO) (which may include a sale of shares held by the Company in GVKAHL) or (ii) Private Placement or (iii) sale to one or more Investors or (iv) through a combination of the foregoing. This proposal would be subject to necessary approvals from all the concerned regulatory authorities and third parties, including from the lenders.

GVKAHL, being a material step down subsidiary of the Company (from the airport vertical business), it is necessary that the shareholders of the Company shall approve the said proposal through a Special Resolutions under Section 180(1)(a) of the Companies Act, 2013, as set out at Item No. 3 of the Notice. The Audit Committee and the Board of Directors of your Company at their respective meetings held on Mar 23, 2018 have unanimously approved and recommended this proposal for your approval in the best interest of the Company.

The other proposed stake dilution to raise additional funds upto Rs.2,000 Crore would be in our other subsidiaries, which may be through (i) an Initial Public Offer (IPO) (which may include a sale of shares held by the Company) or (ii) Private Placement or (iii) sale to one or more Investors or (iv) through a combination of the foregoing. Any proposal would be subject to necessary approvals from all the concerned regulatory authorities and third parties, including from the lenders. It is proposed to take requisite approvals from Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, directly or indirectly, financial or otherwise, in the resolution set out at Item No. 3.

By order of the Board

Place : Hyderabad
Date : August 14, 2018

P V Rama Seshu
AVP & Company Secretary



GVK POWER & INFRASTRUCTURE LIMITED

CIN: L74999AP2005PLC074796

Registered Office: 'Paigah House', 156-159, Sardar Patel Road, Secunderabad - 500003.

Phone: +91 (40) 27902663, Fax: +91 (40) 27902665

Email: cs.gvpil@gvk.com website: www.gvk.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the member attending _____

Member's Folio No/ Client ID : _____ **No. Of shares held** _____.

Name of Proxy _____

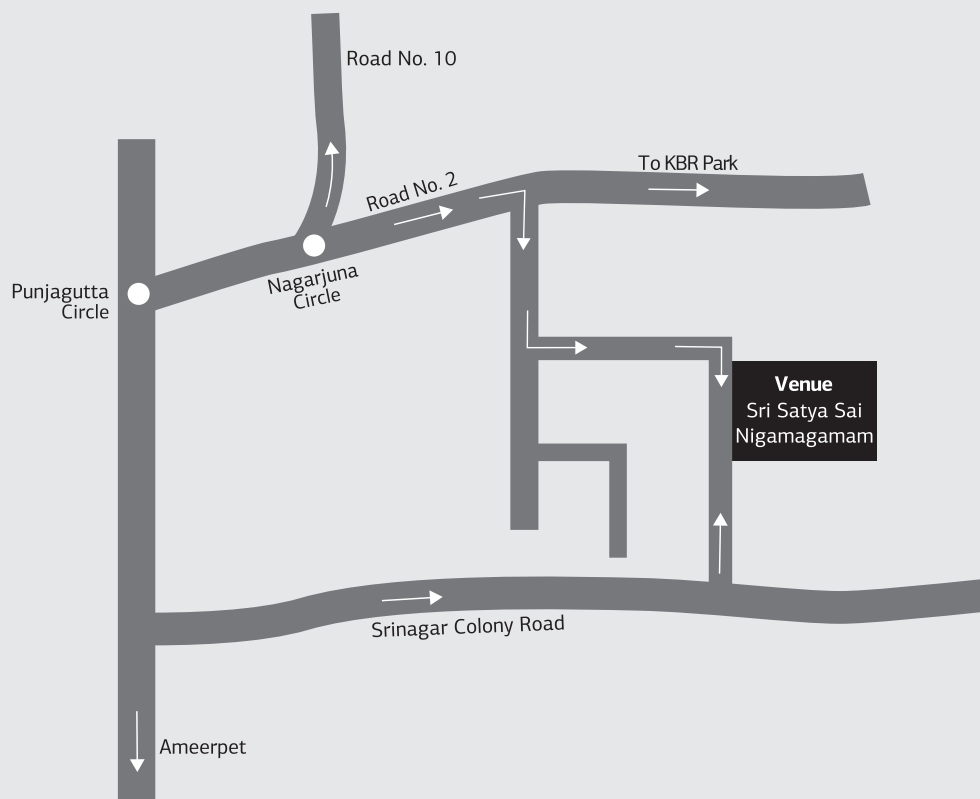
(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 24th Annual General Meeting of the GVK Power & Infrastructure Ltd, at Sri Satya Sai Nigamagmam, 8-3-987/2, Srinagar Colony, Hyderabad - 500 073 on Wednesday, the 14th November, 2018 at 11.30 a.m.

Member's / Proxy's Signature

- Notes: 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
 2) The Proxy, to be effective should be deposited at the Registered office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
 3) A Proxy need not be a member of the Company.
 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
 5) This form of proxy confers authority to demand or join in demanding a poll.
 6) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Route Map to AGM





GVK POWER & INFRASTRUCTURE LIMITED

L74999AP2005PLC074796

Registered Office: 'Paigah House', 156-159, Sardar Patel Road, Secunderabad - 500 003.

Phone: +91 (40) 27902663, Fax: +91 (40) 27902665

E.mail: cs.gvcpil@gvk.com Website: www.gvk.com

Form No: MGT 11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Regd. Folio No. :	*DP ID :
No. of Shares held:	*Client ID :

I/we, being member(s) of _____ shares of GVK Power & Infrastructure Limited, hereby appoint.

1. _____ of _____ having E-mail ID: _____ or failing him

2. _____ of _____ having E-mail ID: _____ or failing him

3. _____ of _____ having E-mail ID: _____

and whose signatures are appended below as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company, to be held on Wednesday, the 14th November, 2018 at 11.30 a.m.. Sri Satya Sai Nigamagaram, 8-3-987/2, Srinagar Colony, Hyderabad - 500073 and at any adjournment thereof:



Sl. No.	Resolution(s)	Vote	
		For	Against

A. Ordinary Resolutions

1	Adoption of Audited financial statements (Standalone & Consolidated) for the year ended 31-03-2018		
2	Re-appointment of Krishna R Bhupal (DIN: 00005442) as a director retiring by rotation.		

B. Special Resolution

3	To raise funds up to an amount of Rs.8,000 Crore by combination of various options		
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Signed this _____ day of _____ 2018

Signature of shareholder: _____ Signature of proxy holder: _____

Affix
Re.1/-
Revenue
Stamp

Note: 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the company

* Applicable for investors holding shares in Electronic form.