

9th April, 2018



Bombay Stock Exchange Limited
P J Towers, Dalal Street
Mumbai 400 001

National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla complex
Ex Bandra East
Mumbai 400 051

Dear Sir,

Sub: Quarterly disclosure requirements under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

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

We are enclosing herewith the following documents for the Quarter and year ended 31st March 2018 for your information and record.

- 1) Shareholding pattern as per Regulation 31(1)(b) of the SEBI (LODR) Regulations, 2015
- 2) Compliance Report on Corporate Governance (Annexure I and II) in terms of Regulation 27(2) of the SEBI (LODR) Regulations, 2015
- 3) Reconciliation of Share Capital Audit Report from a Practicing Company Secretary as per Regulation 55 A of SEBI (Depositories and Participants) Regulations, 1996
- 4) Compliance certificate from a Practicing Company Secretary pursuant to Regulation 40 (9) of SEBI (LODR) Regulations, 2015
- 5) Certificate for confirming the compliance with the Regulation 7 (3) of the Chapter III of SEBI (LODR) Regulations, 2015

Please acknowledge the receipt of the above.
Thanks & Regards

For GVK Power & Infrastructure Ltd

P V Rama Seshu
AVP, Company Secretary & Compliance Officer



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : GVK Power & Infrastructure Limited

2. Quarter ending : 31st March, 2018

I. Composition of Board of Directors								
Title (Mr./ Mrs.)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/Non - Executive/ independent/ Nominee) &	Date of Appointm ent in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	GVK Reddy	ACGPG1923N 00005212	Chairman & Non-Executive Director	11 th November, 2017	N A	Two (2)	Nil	Nil
Mr	P V Prasanna Reddy	AEGPP1831A 01259482	Whole-time Director	11 th November, 2017	3 years	One (1)	1	Nil
Mr.	G V Sanjay Reddy	ACGPG2283D 00005282	Non-Executive Director	20 th April 2005	N A	Two (2)	1	Nil
Mr.	Krishna Ram Bhupal	AEYPB8584Q 00005442	Non-Executive Director	14 th October, 2009	N A	Two (2)	1	Nil
Mr.	A Issac George	ADBPA4732B 00005456	Non-Executive Director	1 st April, 2008	N A	One (1)	1	Nil



Mr.	Ch G Krishna Murthy	ADCPC5293N	Independent Director	13 th February, 2015	5 years	Two (2)	6	2
		01667614						
Mr	S Balasubramanian	AADPB8034A	Independent Director	13 th February, 2015	5 years	Five (6)	10	1
		02849971						
Mr	S Anwar	AOGPS9983N	Independent Director	13 th August, 2014	5 years	Two (2)	1	0
		06454745						
Mr	K Balarama Reddi	ABWPK5493J	Independent Director	13 th February, 2015	5 years	Two (2)	4	0
		00012884						
Ms	Santha K John	ADAPJ9788P	Independent Director	31 st March, 2015	5 years	Two (2)	0	0
		00848172						

*SPAN number of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/Independent/Nominee) \$
1. Audit Committee	Ch Gopala Krishna Murthy S Balasubramanian K Balarama Reddi	Chairman/Independent Independent Independent
2. Nomination & Remuneration Committee	S Anwar K Balaram Reddi Ch Gopala Krishna Murthy	Chairman/Independent Independent Independent
3. Risk Management Committee(if applicable)		Not Applicable
4. Stakeholders Relationship Committee	Ch Gopala Krishna Murthy A Issac Geroje S Anwar	Chairman/Independent Non-Independent Independent

&Category of directors means executive/non-executive/Independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

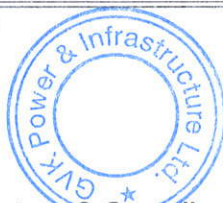
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive (in number of days)	
11-11-2017	14-02-2018	94	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
13-02-2018	Yes	10-11-2017	94

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/N.A.)refer note below
Whether prior approval of audit committee obtained	N.A
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.	



VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	
	a. Audit Committee	Yes
	b. Nomination & remuneration committee	Yes
	c. Stakeholders relationship committee	Yes
	d. Risk management committee (applicable to the top 100 listed entities)	Not Applicable
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Yes No Comments made on this regard.
Name & Designation  P V Rama Seshu AVP, Company Secretary & Compliance Officer 		

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status (Yes/No/NA)refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
e-mail address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their Associates		NA
New name and the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes



Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. **Yes**

Name & Designation



P V Rama Seshu
AVP, Company Secretary & Compliance Officer

