

**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity - **GVK Power & Infrastructure Limited**

2. Quarter ending - **30-Jun-2019**

**i. Composition Of Board Of Directors**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity	Memberships in Committees of the Company
Mr.	GVK Reddy	00005212	ACGPG1923N	C & NED	25-Apr-2019	N A	0	0	0	0	NA
Mr.	G V Sanjay Reddy	00005282	ACGPG2283D	NED	20-Apr-2005	N A	0	0	0	0	NA
Mr.	Krishna R Bhupal	00005442	AEYPB8584Q	NED	14-Oct-2009	N A	0	0	1	0	NRC
Mr.	A Issac George	00005456	ADBPA4732B	ED	24-May-2019	23-May-2024	60	0	4	0	SC
Mr.	Ch G Krishna Murthy	01667614	ADCPC5293N	ID	25-Apr-2019	24-Apr-2024	60	2	2	3	AC,SC,NRC
Mr.	S Balasubramanian	02849971	AADPB8034A	ID	25-Apr-2019	24-Apr-2024	60	6	5	1	AC
Mr.	S Anwar	06454745	AOGPS9983N	ID	13-Aug-2014	12-Aug-2019	60	2	2	0	SC,NRC
Mr.	P V Prasanna Reddy	01259482	AEGPP1831A	ED	11-Nov-2017	10-Nov-2020	36	0	1	0	NA
Mrs.	Sudha Vasanth	07095995	ABPPV3961K	NED	25-Apr-2019	24-Apr-2024	60	0	1	0	
Mr.	Anumolu Rajasekhar	01235041	AHVPR6516J	ID	25-Apr-2019	24-Apr-2024	60	2	0	0	AC

Company Remarks	Not applicable
Whether Permanent chairperson appointed	Yes

**ii. Composition of Committees****a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Ch G Krishna Murthy	ID	Chairperson	25-Apr-2019	Not applicable
2	Anumolu Rajasekhar	ID	Member	25-Apr-2019	Not applicable
3	S Balasubramanian	ID	Member	25-Apr-2019	Not applicable

Company Remarks	Not applicable
Whether Permanent chairperson appointed	Yes

**b. Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	S Anwar	ID	Member	25-Apr-2019	Not applicable
2	A Issac George	ED	Member	25-Apr-2019	Not applicable
3	Ch G Krishna Murthy	ID	Chairperson	25-Apr-2019	Not applicable

Company Remarks	Not applicable
Whether Permanent chairperson appointed	Yes

**c. Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
----------------	-----------------------------	-----------------	-------------------------------	-------------------------	-----------------------

Company Remarks	Risk management committee is applicable to the top 100 companies.
Whether Permanent chairperson appointed	No

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Krishna R Bhupal	NED	Member	25-Apr-2019	Not applicable
2	Ch G Krishna Murthy	ID	Member	25-Apr-2019	Not applicable
3	S Anwar	ID	Chairperson	25-Apr-2019	Not applicable

Company Remarks	Not applicable
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>
14-Feb-2019	24-May-2019

Company Remarks	Not applicable
Maximum gap between any two consecutive (in number of days)	98

iv. **Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Requirement of Quorum met (details)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>
Audit Committee	13-Feb-2019	23-May-2019	2	Yes

Company Remarks	Not applicable
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	98

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Not Applicable	Not applicable
Whether shareholder approval obtained for material RPT	Not Applicable	Not applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	Not applicable

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Not applicable
---	----------------

**VI. Affirmations**

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.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**No Comments were made in this regard.**

**Name** : **P V Rama Seshu**

**Designation** : **Company Secretary & Compliance Officer**