

Date: 13th August, 2014



To,
Mr. S Anwar
4-95, Himayath Sagar
Opp: A P Police Academy,
Golconda,
Hyderabad - 500 008.

Dear Mr. Anwar,

Sub: Appointment as an Independent Director

I am pleased to inform you that you have been appointed as an Independent Director at the board meeting of the Company held on 14th November, 2013 which was subsequently approved by the shareholders at their 20th Annual General Meeting of the Company held on 13th August, 2014, in terms of the provisions of the Companies Act, 2013.

In this regard, you are requested to note the following;

- a) Your appointment is for a period of 5 [Five] years from 13th August, 2014 to 12th August, 2019.
- b) By accepting this appointment you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.
- c) You are also required to comply with the Code for Independent Directors as provided in Schedule IV to the Act and attached hereto.
- d) You are entitled for sitting fees of Rs.20,000/- per board meeting (or as may be fixed by the Board) You may also be reimbursed for out of pocket expenses, if any, incurred as a result of your directorship or any special duties on submission of necessary bills.
- e) You shall discharge your duties as an Independent Director in accordance with the Act and the Memorandum and Articles of Association the Company. You are expected to attend:
 - i) Board Meetings
 - ii) Committee meetings in which you are a member
 - iii) Annual General Meeting of the Company
- f) You are required to disclose to the Company your interests and any matters which affect your independence.

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- g) The office you hold as a Director becomes vacant in the following circumstances:
- i) due to disqualifications under section 164 of the Act;
 - ii) vacation of office of directors in cases provided under section 167 of the Act;
 - iii) the resignation or removal of an Independent Director shall be in the same manner as is provided in sections 168 and 169 of the Act, 2013;

Role of the Board

The Board's role is to effectively represent, and promote the interests of, shareholders with a view to adding long-term value to the Company's shares. Having regard to its role the board directs, and supervises the management of, the business and affairs of the Company including, in particular:

- a) ensuring that the Company's goals are clearly established, and that strategies are in place for achieving them;
- b) establishing policies for strengthening the performance of the Company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
- c) monitoring the performance of management;
- d) deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
- e) ensuring that the Company's financial statements are true and fair and otherwise conform with law;
- f) ensuring that the Company adheres to high standards of ethics and corporate behaviour; and
- g) ensuring that the Company has appropriate risk management/regulatory compliance policies in place.

In the normal course of events, day to day management of the company is left to management.

All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the success of the Company. All directors, whether non-executive or executive, have the same general legal responsibilities.



Committees of the Board

Currently, the company has the following committees;

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Stakeholders Relationship Committee
- d) Corporate Social Responsibility Committee
- e) Ethics & Compliance committee

You have been appointed as a member of Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Board of Directors from 14th November 2013.

Board and Individual Director Evaluation Processes

The performances of the board as a whole, its committees and individual directors are evaluated annually in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time. If, in the meantime, there are any matters which cause you concern about your role you should discuss them with the Chairman of the board as soon as appropriate.

Outside Interests Including Directorships

It is accepted and acknowledged that you may have business interests other than those of the Company. Please contact our Company Secretary as soon as possible to arrange for your interests as a shareholder, director, officer or trustee of other companies or entities to be entered in the Company's interests register. The interests register is tabled at each directors' meeting. Please ensure that the Company is kept informed of any changes to your interests so that the interests register can be maintained up to date.

Any director is, while holding office, at liberty to accept other board appointments so long as the appointment is not in conflict with the Company's business and does not materially interfere with their performance as a director of the Company. All other appointments must first be discussed with the Chairman before being accepted.

Development Processes

All directors are expected to remain current on how to best discharge their responsibilities as directors of the Company including keeping abreast of changes and trends in economic, political, social, financial and legal climates and governance practices.

Directors & Officers Insurance



The Company does have a Directors & Officers insurance policy to cover the risks, if any, on the claims against, the Directors & Senior Officers of the Company and its subsidiaries/associates for their acts done for and on behalf of the Company and during the course of business and as a part of their duties/responsibilities.

Confidentiality

All information acquired during your appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

We look forward to your association with us.

Yours sincerely,

For GVK Power & Infrastructure Limited


Dr. G V K Reddy
Chairman & Managing Director

