



Dt. 31st March, 2015

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

National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Ex Bandra East,
Mumbai – 400 051.

Dear Sir,

Sub: Appointment of Woman Director(Independent) under the Companies Act, 2013
Ref: (i) Clause 49IIA and Clause 30 of the Listing Agreement.
(ii) Scrip Code: NSE:GVKPIL, BSE:532708.

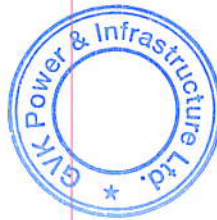
We are pleased to inform you that the Board of Directors of our company, based on the recommendations of the Nomination & Remuneration Committee, through a Circular Resolution has appointed **Ms. Santha K John (DIN: 00848172)** as an additional director (Independent) of our company for a term of 5 years from 31st March, 2015 to 30th March, 2020, subject to approval of the shareholders.

A certified copy of the Circular Resolution is enclosed herewith for your information and record.

Thanking you,

For GVK Power & Infrastructure Ltd

P V Rama Seshu
GM & Company Secretary



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Andhra Pradesh, India

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CERTIFIED COPY OF THE CIRCULAR RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY ON TUESDAY, 31ST MARCH, 2015

"RESOLVED THAT based on the recommendations of the Nomination & Remuneration Committee, approval of the Board be and is hereby accorded to the Company for the appointment of Mrs. Santha K John as an Additional Director (Independent) of the company for a term of 5 (five) years from 31-03-2015 u/sec 149, 150(2), 152(2) and Schedule IV of Companies Act, 2013 read with Companies (Appointment & Qualification of Directors) Rules, 2014 and the amended Clause 49 of the Listing Agreement with the Stock Exchanges and recommend the same for approval of the Shareholders of the Company."

"RESOLVED FURTHER THAT Mr. P V Rama Seshu, General Manager & Company Secretary of the Company be and is hereby authorised to intimate the concerned Regulatory Authorities and also to take necessary steps as may be required for getting further approval of the Shareholders at their General Meeting."

// Certified True Copy //

**P V Rama Seshu
GM & Company Secretary**

