

October 14, 2019

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001

National Stock Exchange of India Limited  
Exchange Plaza  
Plot no. C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
Mumbai - 400 051

Dear Sir/ Madam

**Sub: Compliance Report on Corporate Governance for the quarter ended September 30, 2019.**

**Ref: Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Compliance Report on Corporate Governance of GMR Infrastructure Limited for the quarter ended September 30, 2019 as required under Regulation 27(2)(a) of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed.

Please take the same on record.

Thanking you,

**for GMR Infrastructure Limited**

  
**T. Venkat Ramana**  
**Company Secretary &**  
**Compliance Officer**



Encl: Annexures

**Compliance Report on Corporate Governance**  
**Annexure -I Quarterly basis**

1. Name of Listed Entity : GMR Infrastructure Limited
2. Quarter ending : September 30, 2019

**I. Composition of Board of Directors**

Title (Mr. / Ms.)	Name of the Director	DIN	PAN \$	Category (Chairperson / Executive / Non-Executive / independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No of Directorship in listed entities including this listed entity #  [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity  [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	G.M. Rao	00574243	AAUPG5856C	Non - Executive Chairman	22-05-1999	18-10-2017	-	-	01-07-1949	3	-	1	-
Mr.	Grandhi Kiran Kumar	00061669	ADUPG3647G	Managing Director/ Executive	05-12-1999	28-07-2018	-	-	13-09-1975	4	-	2	-

Mr.	G.B.S. Raju	00061686	AGAPG1105G	Non-Executive	22-05-1999	14-09-2016	-	-	22-06-1974	3	-	3	-
Mr.	Srinivas Bommidala	00061464	ADAPB2985L	Non-Executive	10-05-1996	21-09-2018	-	-	01-03-1963	4	-	2	-
Mr.	B.V.N. Rao	00051167	ACUPB0549D	Non-Executive	10-05-1996	16-09-2019	-	-	16-01-1954	2	-	2	-
Mr.	S. Sandilya	00037542	AAQPS9515A	Non-Executive-Independent	11-09-2012	14.09.2016	-	5 Years ^	11-04-1948	4	4	5	4
Mr.	R.S.S.L.N. Bhaskarudu	00058527	AAIPR7933H	Non-Executive-Independent	02-09-2005	14.09.2016	-	5 Years ^	01-07-1940	2	2	10	5
Mr.	N.C. Sarabeswaran	00167868	AFJPS1577A	Non-Executive-Independent	09-11-2011	14.09.2016	-	5 Years ^	07-05-1944	3	3	5	2
Mr.	S. Rajagopal	00022609	ABLPR5509F	Non-Executive-Independent	12-11-2012	14.09.2016	-	5 Years ^	10-03-1940	2	2	6	-
Mr.	C.R. Muralidharan	02443277	ABVPM5097P	Non-Executive-Independent	17-09-2013	14.09.2016	-	5 Years ^	04-11-1947	2	2	2	1
Mr s.	Vissa Siva Kameswari	02336249	AAEPV0159M	Non-Executive-Independent	01-10-2014	14.09.2016	-	5 years ^	16-05-1964	4	4	8	-
Mr.	Madhva Bhimacharya Terdal	05343139	ABDPT7836R	Whole-Time Director/Executive	08-08-2019	-	-	-	31-07-1954	1	-	1	-

\$PAN 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 categories separating them with hyphen

\* 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

^in order to maintain uniformity with electronic filing, tenure prior to the current appointment has not been considered. Further, Years as used above means period ending up to the conclusion of annual general meeting to be held for the year 2021 or 5 years from the date of appointment whichever is earlier.

# indicating the directorships in listed entities including debt listed entities.

## II. Composition of Committees

<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/ independent/ Nominee) &amp;</b>
1. Audit Committee	Mr. N. C. Sarabeswaran	Chairman/ Non- Executive/ Independent
	Mr. S. Rajagopal	Member/ Non- Executive/ Independent
	Mr. R. S. S. L. N. Bhaskarudu	Member/ Non- Executive/ Independent
	Mrs. Vissa Siva Kameswari	Member/ Non- Executive/ Independent
2. Nomination & Remuneration Committee	Mr. R. S. S. L. N. Bhaskarudu	Chairman/ Non- Executive/ Independent
	Mr. B.V.N. Rao	Member/Non-Executive
	Mr. N.C. Sarabeswaran	Member/ Non- Executive/ Independent
3. Risk Management Committee	Mr. Grandhi Kiran Kumar	Chairman/Executive
	Mr. B V N Rao	Member/Non-Executive
	Mrs. Vissa Siva Kameswari	Member/ Non- Executive/ Independent
	Mr. Saurabh Chawla	Member
	Mr. Suresh Bagrodia	Member
4. Stakeholders Relationship Committee'	Mr. R.S.S.L.N. Bhaskarudu	Chairman/ Non- Executive/Independent
	Mr. B. V. N. Rao	Member/Non-Executive
	Mr. G.B.S. Raju	Member/Non-Executive

&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

<b>III. Meeting of Board of Directors</b>			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
May 29, 2019	August 8, 2019, August 14, 2019 & September 16, 2019	70 days	
<b>IV. Meeting of Committees</b>			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
<b>Audit Committee</b>			
August 5, 2019, August 13, 2019 & September 16, 2019	Yes	May 28, 2019 and adjourned to May 29, 2019	68 days
<b>Nomination &amp; Remuneration Committee</b>			
August 8, 2019	Yes	-	-
<b>Stakeholders' Relationship Committee</b>			
August 14, 2019	Yes	May 29, 2019	76 days
<b>Risk Management Committee</b>			
August 5, 2019	Yes	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			

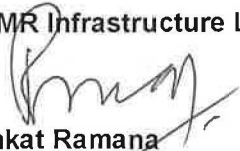
<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

### **VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a) Audit Committee
  - b) Nomination & remuneration committee
  - c) Stakeholders relationship committee
  - d) Risk management committee (applicable to the top 500 listed entities)
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.
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.
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: **No Comments/ observation from Board of Directors**

**For GMR Infrastructure Limited**

  
**T. Venkat Ramana**  
**Company Secretary &**  
**Compliance Officer**

<b>I Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on the website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee (NRC) at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p><b>For GMR Infrastructure Limited</b></p>  <p><b>T. Venkat Ramana</b> Company Secretary &amp; Compliance Officer</p> <p>October 14, 2019 New Delhi</p>		