

October 12, 2018

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, 2018

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, 2018 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: Annexure-I
Annexure -III

Compliance Report on Corporate Governance
Annexure - I Quarterly basis

1. Name of Listed Entity : GMR Infrastructure Limited
2. Quarter ending : September 30, 2018

| I. Composition of Board of Directors | | | | | | | | | |
|---|----------------------------|----------|------------|--|---|-------------|--|---|--|
| Title (Mr./ Ms.) | Name of the Director | DIN | PAN \$ | Category (Chairperson /Executive / Non- Executive / independent /ent/ Nominee) & | Date of Appointment in the current term/ cessation | Tenure * | No of Directors in listed entities including this listed entity# (Regulation 25(1) of Listing Regulations) | Number of members in Audit/ Stakeholder Committee (s) held in listed entities/ public limited companies including this listed entity (Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee (s) held in listed entities/ public limited companies including this listed entity (Regulation 26(1) of Listing Regulations) |
| Mr. | G.M. Rao | 00574243 | AAUPG5856C | Non - Executive Chairman | 18.10.2017 | - | 2 | - | - |
| Mr. | Grandhi Kiran Kumar | 00061669 | ADUPG3647G | Managing Director/ Executive | 28.07.2013 | - | 3 | 2 | - |
| Mr. | G.B.S. Raju | 00061686 | AGAPG1105G | Non- Executive | 22.05.1999 | - | 3 | 5 | - |

| | | | | | | | | | |
|------|-----------------------|----------|------------|---------------------------|------------|----------|---|---|---|
| Mr. | Srinivas Bommidala | 00061464 | ADAPB2985L | Non-Executive | 10.05.1996 | - | 4 | 1 | - |
| Mr. | B.V.N. Rao | 00051167 | ACUPB0549D | Non-Executive | 10.05.1996 | - | 2 | 2 | - |
| Mr. | S. Sandilya | 00037542 | AAQPS9515A | Non-Executive-Independent | 14.09.2016 | 5 Years^ | 4 | 2 | 4 |
| Mr. | R.S.S.L.N. Bhaskarudu | 00058527 | AAIPR7933H | Non-Executive-Independent | 14.09.2016 | 5 Years^ | 1 | 5 | 4 |
| Mr. | N.C. Sarabeswaran | 00167868 | AFJPS1577A | Non-Executive-Independent | 14.09.2016 | 5 Years^ | 2 | 4 | 1 |
| Mr. | S. Rajagopal | 00022609 | ABLPR5509F | Non-Executive-Independent | 14.09.2016 | 5 Years^ | 2 | 3 | 3 |
| Mr. | C.R. Muralidharan | 02443277 | ABVPM5097P | Non-Executive-Independent | 14.09.2016 | 5 Years^ | 1 | - | - |
| Mrs. | Vissa Siva Kameswari | 02336249 | AAEPV0159M | Non-Executive-Independent | 14.09.2016 | 5 years^ | 3 | 8 | - |
| Mr. | Vikas Deep Gupta | 01763472 | ACAPG2355G | Non-Executive | 14.11.2017 | - | 3 | - | - |

\$ 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.

| II. Composition of Committees | | |
|---|----------------------------------|---|
| Name of Committee | Name of Committee members | Category (Chairperson/Executive/Non-Executive/ Independent/ Nominee) & |
| 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 | Not Applicable | |
| 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

| 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) | |
| May 30, 2018 | August 6, 2018, August 14, 2018 & September 21, 2018 | 67 days | |
| 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* |
| Audit Committee | | | |
| August 6, 2018, August 13, 2018 & September 21, 2018 | Yes, | May 29, 2018 | 68 days |
| Nomination & Remuneration Committee | | | |
| August 14, 2018 | NA | NA | - |
| Stakeholders' Relationship Committee | | | |
| August 14, 2018 | Yes, | May 30, 2018 | 75 days |
| * 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/NA) |
| 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 |

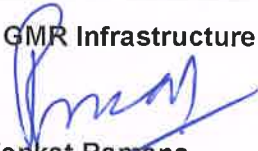
VI. Affirmations

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 100 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

| I Affirmations | | |
|--|--------------------------------------|--|
| Broad Heading | Regulation Number | Compliance status (Yes/No/NA) |
| 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) | In terms of authorisation given by Chairman of the Audit Committee Mr. R.S.S.L.N. Bhaskarudu, Member of the Audit Committee was present to answer the shareholders' queries. |
| Presence of Chairperson of the nomination and remuneration committee (NRC) at the annual general meeting | 19(3) | Yes |
| Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes |
| <p><i>Note</i></p> <p>1. In the column "Compliance Status" compliance or non-compliance may be indicated by Yes/No/NA. 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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p> | | |
| <p>For GMR Infrastructure Limited</p>  <p>T. Venkat Ramana Company Secretary & Compliance Officer</p> <p>October 12, 2018 New Delhi</p> | | |