

October 12, 2017

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 Sirs,

**Sub: Compliance Report on Corporate Governance for the quarter ended  
September 30, 2017**

**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, 2017 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,

Yours faithfully,  
for **GMR Infrastructure Limited**



**A. S. Cherukupalli**  
Company Secretary & Compliance Officer

Encl: Annexure-I  
Annexure- III

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

1. Name of Listed Entity : GMR Infrastructure Limited  
2. Quarter ending : September 30, 2017

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 in the current term/ cessation	Tenure *	No of Directorship in listed entities including this listed entity#  ( Regulation 25(1) of Listing Regulations)	Number of memberships 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	Executive Chairman	18.10.2012	-	2	-	-
Mr.	Grandhi Kiran Kumar	00061669	ADUPG3647G	Managing Director/ Executive	28.07.2013	-	2	2	-
Mr.	G.B.S. Raju	00061686	AGAPG1105G	Non- Executive	22.05.1999	-	3	4	-
Mr.	Srinivas Bommidala	00061464	ADAPB2985L	Non- Executive	10.05.1996	-	2	2	-
Mr.	B.V.N. Rao	00051167	ACUPB0549D	Non- Executive	10.05.1996	-	2	2	1
Mr.	S. Sandilya	00037542	AAQPS9515A	Non- Executive-Independent	14.09.2016	5 Years^	4	3	4

Mr.	R.S.S.L.N. Bhaskarudu	00058527	AAIPR7933H	Non-Executive-Independent	14.09.2016	5 Years <sup>^</sup>	1	6	4
Mr.	N.C. Sarabeswaran	00167868	AFJPS1577A	Non-Executive-Independent	14.09.2016	5 Years <sup>^</sup>	2	4	1
Mr.	S. Rajagopal	00022609	ABLPR5509F	Non-Executive-Independent	14.09.2016	5 Years <sup>^</sup>	2	3	3
Mr.	C.R. Muralidharan	02443277	ABVPM5097P	Non-Executive-Independent	14.09.2016	5 Years <sup>^</sup>	2	1	0
Mrs	Vissa Siva Kameswari	02336249	AAEPV0159M	Non-Executive-Independent	14.09.2016	5 years <sup>^</sup>	3	9	0

<sup>\$</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>&</sup>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

<sup>\*</sup> 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

<sup>^</sup>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 which ever is earlier.

<sup>#</sup> indicating the directorships in listed entities

<b>II. Composition of Committees</b>		
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/ independent/ Nominee) &amp;</i>
1. Audit Committee	Mr. N. C. Sarabeswaran	Chairman/ Non- Executive/ Independent
	Mr. S. Rajagopal	Member/ Non- Executive/ Independent
	Mr. R. S. S. L. N. Bhaskaradu	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*

<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 30, 2017	August 11, 2017 & September 29, 2017	72 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>			
July 21, 2017, August 10, 2017 & September 29, 2017	Yes,	May 30, 2017	51 days

<b>Nomination &amp; Remuneration Committee</b>			
August 10, 2017	Yes	NIL	NA
<b>Stakeholders' Relationship Committee</b>			
August 11, 2017	Yes,	May 30, 2017	72 days
* 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 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**



**A.S. Cherukupalli**  
**Company Secretary & Compliance Officer**

Place: New Delhi

Date: October 12 , 2017

<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)	In terms of authorisation given by Chairman of the NRC under Section 179 of Companies Act 2013, Mr. N.C. Sarabeswaran, Member of the NRC was present to answer the shareholders' queries.
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></p> <p><b>A.S. Cherukupalli</b>  <b>Company Secretary &amp; Compliance Officer</b></p> <p>October 12, 2017  New Delhi</p>		