

**Compliance Report on Corporate Governance**  
**Annexure -1 Quarterly basis**

1. Name of Listed Entity : GMR Infrastructure Limited  
2. Quarter ending : June 30, 2016

| <b>I. Composition of Board of Directors</b> |                             |            |               |  |   |                |  |  |   |
|---|-----------------------------|------------|---------------|--|---|----------------|--|--|---|
| <b>Title (Mr . / Ms)</b>                    | <b>Name of the Director</b> | <b>DIN</b> | <b>PAN \$</b> | <b>Category (Chairperson /Executive/ Non- Executive/ independent/ Nominee) &amp;</b> | <b>Date of Appointment in the current term/ cessation</b> | <b>Tenure*</b> | <b>No of Directorship in listed entities including this listed entity#<br/><br/>( Regulation 25(1) of Listing Regulations)</b> | <b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity<br/><br/>( Regulation 26(1) of Listing Regulations)</b> | <b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities/ public limited companies including this listed entity<br/><br/>( Regulation 26(1) of Listing Regulations)</b> |
| 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  | 1  | -   |
| Mr.   | G.B.S. Raju                 | 00061686   | AGAPG1105G    | Non- Executive   | 22.05.1999  | -              | 2  | 7  | -   |



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|     |                       |          |            |                           |            |          |   |   |   |
|-----|-----------------------|----------|------------|---------------------------|------------|----------|---|---|---|
| Mr. | Srinivas Bommidala    | 00061464 | ADAPB2985L | Non-Executive             | 10.05.1996 | -        | 2 | 1 | - |
| Mr. | B.V.N. Rao            | 00051167 | ACUPB0549D | Non-Executive             | 10.05.1996 | -        | 3 | 3 | 1 |
| Mr. | S. Sandilya           | 00037542 | AAQPS9515A | Non-Executive-Independent | 18.09.2014 | 2 Years^ | 5 | 2 | 4 |
| Mr. | R.S.S.L.N. Bhaskarudu | 00058527 | AAIPR7933H | Non-Executive-Independent | 18.09.2014 | 2 Years^ | 1 | 4 | 4 |
| Mr. | N.C. Sarabeswaran     | 00167868 | AFJPS1577A | Non-Executive-Independent | 18.09.2014 | 2 Years^ | 1 | 5 | 5 |
| Dr. | Prakash G. Apte       | 00045798 | ABKPA2353F | Non-Executive-Independent | 18.09.2014 | 2 Years^ | 1 | 6 | - |
| Mr. | S. Rajagopal          | 00022609 | ABLPR5509F | Non-Executive-Independent | 18.09.2014 | 2 Years^ | 2 | 6 | 4 |
| Mr. | V. Santhana Raman     | 00212334 | AABPS1322C | Non-Executive-Independent | 18.09.2014 | 2Years^  | 3 | 5 | - |
| Mr. | C.R. Muralidharan     | 02443277 | ABVPM5097P | Non-Executive-Independent | 18.09.2014 | 2 Years^ | 2 | 1 | 1 |
| Mrs | Vissa Siva Kameswari  | 02336249 | AAEPV0159M | Non-Executive-Independent | 23.09.2015 | 1 year^  | 1 | 5 | 1 |
| Mr. | Jayesh Desai          | 00038123 | AAMPD4038P | Non-Executive             | 13.11.2015 | -        | 2 | - | - |

\$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 E form, 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 2016.

# indicating the directorships in listed entities



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| <b>II. Composition of Committees</b>    |                                  |   |
|---|----------------------------------|---|
| <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. 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  |
|   | Dr. Prakash G. Apte              | Member/ Non- Executive/ Independent   |
|   | 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>                  |  |  |
|--|--|--|
| <b>Date(s) of Meeting (if any) in the previous quarter</b> | <b>Date(s) of Meeting (if any) in the relevant quarter</b> | <b>Maximum gap between any two consecutive (in number of days)</b> |
| February 10, 2016  | April, 29, 2016 and May 30, 2016                           | 78 days  |

| <b>IV. Meeting of Committees</b>                                   |   |  |  |
|--|---|--|--|
| <b>Date(s) of meeting of the committee in the relevant quarter</b> | <b>Whether requirement of Quorum met (details)</b>    | <b>Date(s) of meeting of the committee in the previous quarter</b> | <b>Maximum gap between any two consecutive meetings in number of days*</b> |
| <b>Audit Committee</b>   |   |  |  |
| April 12, 2016 and May 28, 2016                                    | Yes, (All the members of the Committee were present.) | January 05, 2016<br>February 09, 2016                              | 62 days  |



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|  |  |                   |          |
|--|--|-------------------|----------|
| <b>Nomination &amp; Remuneration Committee</b> |  |                   |          |
| NIL  | NA   | NIL               | NA       |
| <b>Stakeholders' Relationship Committee</b>    |  |                   |          |
| May 30, 2016                                   | Yes,<br>(All the members of the<br>Committee were present) | February 10, 2016 | 109 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

| <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                                  |

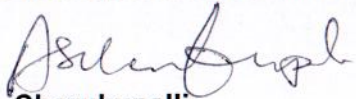




## VI. Affirmations

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: July 11, 2016