

October 07, 2016

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, 2016

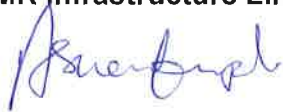
Ref: Regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Compliance Report on Corporate Governance of GMR Infrastructure Limited for the quarter ended September 30, 2016 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

Compliance Report on Corporate Governance
Annexure - I Quarterly basis

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

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) including this listed entity (Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee 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	-	1	-	-
Mr.	Grandhi Kiran Kumar	00061669	ADUPG3647G	Managing Director/ Executive	28.07.2013	-	1	1	-
Mr.	G.B.S. Raju	00061686	AGAPG1105G	Non-Executive	22.05.1999	-	3	7	-
Mr.	Srinivas Bommidala	00061464	ADAPB2985L	Non-Executive	10.05.1996	-	2	1	-
Mr.	B.V.N. Rao	00051167	ACUPB0549D	Non-Executive	10.05.1996	-	1	1	1
Mr.	S. Sandilya	00037542	AAQPS9515A	Non-Executive-Independent	14.09.2016	5 Years [^]	5	2	4



Mr.	R.S.S.L.N. Bhaskarudu	00058527	AAIPR7933H	Non-Executive-Independent	14.09.2016	5 Years [^]	1	4	4
Mr.	N.C. Sarabeswaran	00167868	AFJPS1577A	Non-Executive-Independent	14.09.2016	5 Years [^]	1	4	1
Mr.	S. Rajagopal	00022609	ABLPR5509F	Non-Executive-Independent	14.09.2016	5 Years [^]	2	5	2
Mr.	C.R. Muralidharan	02443277	ABVPM5097P	Non-Executive-Independent	14.09.2016	5 Years [^]	2	1	1
Mrs	Vissa Siva Kameswari	02336249	AAEPV0159M	Non-Executive-Independent	14.09.2016	5 years [^]	2	5	1
Mr.	Jayesh Desai	00038123	AAMPD4038P	Non-Executive	14.09.2016	-	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 2021 or 5 years from the date of appointment which ever 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. Bhaskaradu	Member/ Non- Executive/ Independent
2. Nomination & Remuneration Committee	Mrs. Vissa Siva Kameswari	Member/ Non- Executive/ Independent
	Mr. R. S. S. L. N. Bhaskaradu	Chairman/ Non- Executive/ Independent
	Mr. B.V.N. Rao	Member/Non-Executive
3. Risk Management Committee	Mr. N.C. Sarabeswaran	Member/ Non- Executive/ Independent
		Not Applicable
4. Stakeholders Relationship Committee	Mr. R.S.S.L.N. Bhaskaradu	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)	
April 29, 2016 and May 30, 2016	August 6, 2016 and September 14, 2016	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*
August 5, 2016, September 13, 2016	Yes,	April 12, 2016 and May 28, 2016	68 days
Nomination & Remuneration Committee			
August 5, 2016	Yes,	NIL	NA



Stakeholders' Relationship Committee	
September 13, 2016	Yes, 106 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	Yes @
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

@ Material Related party transaction (MRPT) as entered by the company for the financial year 2015-16 with GMR Energy Limited was ratified by shareholders at their meeting held on September 14, 2016.



At

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 7, 2016