

January 11 ,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 December 31, 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 December 31, 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

Compliance Report on Corporate Governance
Annexure -I Quarterly basis

1. Name of Listed Entity : GMR Infrastructure Limited
2. Quarter ending : December 31, 2018

I. Composition of Board of Directors									
Title (Mr. / Ms.)	Name of the Director	DIN	PAN \$	Category (Chairperson /Executive / Non- Executive / independ ent/ Nominee) &	Date of Appointme nt in the current term/ cessation	Tenure *	No of Directorsh ip in listed entities including this listed entity# (Regulation 25(1) of Listing Regulations)	Number of membersh ip 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 Chairperso n in Audit/ Stakeholde r 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	4	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	Date of appointment 14.11.2017 Date of cessation 21.12.2018	-	-	-	-

\$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

^^ Mr. Vikas Deep Gupta has been resigned and ceased to be director w.e.f. December 21, 2018.

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

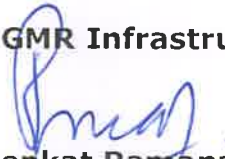
III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
August 06, 2018, August 14, 2018, & September 21, 2018	November 14, 2018	53 days	
IV. Meeting of Committees			
<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>
Audit Committee			
November 13, 2018	Yes,	August 06,2018, August 13, 2018 & September 21, 2018	52 days
Nomination & Remuneration Committee			
NA	NA	August 14, 2018	-
Stakeholders' Relationship Committee			
November 14, 2018	Yes,	August 14, 2018	91 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