

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 / 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	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			
<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, 2018	August 6, 2018, August 14, 2018 & September 21, 2018	67 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			
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			

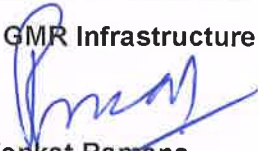
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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>Note</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>		