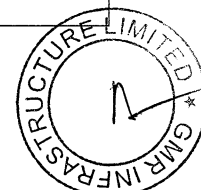


**Compliance Report on Corporate Governance**  
**Annexure -1 Quarterly basis**

1. Name of Listed Entity : GMR Infrastructure Limited  
2. Quarter ending : December 31, 2015

<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#  ( Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  ( Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity  ( 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	-
Mr.	Srinivas Bommidala	00061464	ADAPB2985L	Non-Executive	10.05.1996	-	2	1	-
Mr.	B.V.N. Rao	00051167	ACUPB0549D	Non-Executive	10.05.1996	-	2	3	1
Mr.	S. Sandilya	00037542	AAQPS9515A	Non-Executive-Independent	18.09.2014	2 Years^	5	2	3



Mr.	R.S.S.L.N. Bhaskarudu	00058527	AAIPR7933H	Non-Executive-Independent	18.09.2014	2 Years^	1	5	3
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	5	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^	3	2	1
Mrs	Vissa Siva Kameswari	02336249	AAEPV0159M	Non-Executive-Independent	23.09.2015	1 year^	1	4	-
Mr.	Jayesh Desai	00038123	AAMPD4038P	Non-Executive	13.11.2015	-	1	-	-

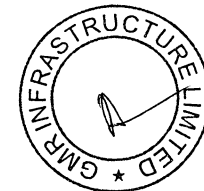
*\$PAN number of any director would not be displayed on the website of Stock Exchange*

*&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*

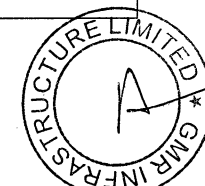


<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/ independent/ Nominee) &amp;</b>
1. Audit Committee	Mr. N. C. Sarabeswaran	Chairman/ Non- Executive/ Independent
	Mr. S. Rajagopal	Member/ Non- Executive/ Independent
	Mr. R. S. S. L. N. Bhaskaradu	Member/ Non- Executive/ Independent
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>
August 13, 2015, August 21, 2015 and September 23, 2015	November 13, 2015	51 days

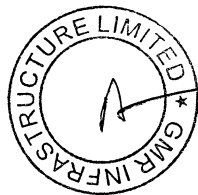
<b>IV. Meeting of Committees</b>			
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
<b>Audit Committee</b>			
November 9, 2015 and adjourned meeting held on November 13, 2015	Yes, (All the members of the Committee were present.)	August 11, 2015 and adjourned meeting held on August 13, 2015	90 days



<b>Nomination &amp; Remuneration Committee</b>			
November 13, 2015	Yes. (All the members of the Committee were present)	NIL	NA
<b>Stakeholders' Relationship Committee</b>			
November 13, 2015	Yes, (Out of three members, two Members were present)	August 12, 2015	NA

\* 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



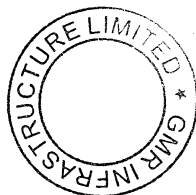
## VI. Affirmations

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: **NA**

For GMR Infrastructure Limited



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



Place: Bangalore

Date: January 14, 2016