

July 15, 2020

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400051.

Dear Sir/Madam,

Sub: Compliance Report on Corporate Governance for the quarter ended June 30, 2020.

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

Pursuant to the regulation 27(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Compliance Report on Corporate Governance of GMR Infrastructure Limited for the quarter ended June 30, 2020.

Request you to please take the same on record.

Thanking you,

for **GMR Infrastructure Limited**



T. Venkat Ramana
Company Secretary &
Compliance Officer

Encl: As above

Compliance Report on Corporate Governance
Annexure -I Quarterly basis

1. Name of Listed Entity : GMR Infrastructure Limited
2. Quarter ending : June 30, 2020

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson /Executive / Non-Executive / independent/ Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No of Directorship in listed entities including this listed entity# [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	G.M. Rao	00574243	Non - Executive Chairman	22-05-1999	18-10-2017	-	-	01-07-1949	3	-	-	-
Mr.	Grandhi Kiran Kumar	00061669	Managing Director/ Executive	05-12-1999	28-07-2018	-	-	13-09-1975	4	-	1	-
Mr.	G.B.S. Raju	00061686	Non-Executive	22-05-1999	14-09-2016	-	-	22-06-1974	4	-	2	-
Mr.	Srinivas Bommidala	00061464	Non-Executive	10-05-1996	21-09-2018	-	-	01-03-1963	5	-	1	-

Mr.	B.V.N. Rao	00051167	Non-Executive	10-05-1996	16-09-2019	-	-	16-01-1954	2	-	2	-
Mr.	S. Sandilya	00037542	Non-Executive-Independent	11-09-2012	14.09.2016	-	5 Years^	11-04-1948	4	4	5	4
Mr.	R.S.S.L.N. Bhaskarudu	00058527	Non-Executive-Independent	02-09-2005	14.09.2016	-	5 Years^	01-07-1940	2	2	10	5
Mr.	N.C. Sarabeswaran	00167868	Non-Executive-Independent	09-11-2011	14.09.2016	-	5 Years^	07-05-1944	4	4	6	3
Mr.	S. Rajagopal	00022609	Non-Executive-Independent	12-11-2012	14.09.2016	-	5 Years^	10-03-1940	3	2	6	-
Mr.	C.R. Muralidharan	02443277	Non-Executive-Independent	17-09-2013	14.09.2016	-	5 Years^	04-11-1947	2	2	2	1
Mr s.	Vissa Siva Kameswari	02336249	Non-Executive-Independent	01-10-2014	14.09.2016	-	5 years^	16-05-1964	3	3	8	-
Mr.	Madhva Bhimacharya Terdal	05343139	Whole-Time Director/Executive	08-08-2019	-	-	-	31-07-1954	1	-	1	-
Mr.	Suresh Narang	08734030	Non-Executive-Independent	22-04-2020	-	-	5 years	30-09-1955	1	1	-	-

&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 including debt 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	Mr. Grandhi Kiran Kumar	Chairman/Executive
	Mr. B V N Rao	Member/Non-Executive
	Mrs. Vissa Siva Kameswari	Member/ Non- Executive/ Independent
	Mr. Saurabh Chawla	Member
	Mr. Suresh Bagrodia	Member
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
<p>&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</p>		

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>	
February 13, 2020 February 17, 2020 February 20, 2020 & March 19, 2020	-	27 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			
-	NA	February 12, 2020 & February 13, 2020	-
Nomination & Remuneration Committee			
-	NA	-	-
Stakeholders' Relationship Committee			
-	NA	February 13, 2020	-
Risk Management Committee			
-	NA	-	-
* 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	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
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 500 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 i.e., for the quarter ended March 31, 2020 is yet to be placed before Board of Directors as no meeting of the Board was held during the quarter April – June, 2020. The said report shall be placed at the ensuing Board Meeting of the Company to be held before July 31, 2020.

Any comments/ observations /advice of Board of Directors may be mentioned here: **No Comments/ observation from Board of Directors for the quarter ended December 31, 2019.**