

January 10, 2018

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, 2017**

**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, 2017 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, 2017

<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 / independ ent/ Nominee) &amp;</b>	<b>Date of Appointme nt in the current term/ cessation</b>	<b>Tenure *</b>	<b>No of Directorsh ip in listed entities including this listed entity#  (Regulation 25(1) of Listing Regulations )</b>	<b>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)</b>	<b>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)</b>
Mr.	G.M. Rao	00574243	AAUPG5856C	Executive Chairman	18.10.2017	-	2	-	-
Mr.	Grandhi Kiran Kumar	00061669	ADUPG3647G	Managing Director/ Executive	28.07.2013	-	2	2	-
Mr.	G.B.S. Raju	00061686	AGAPG1105G	Non- Executive	22.05.1999	-	3	4	-



Mr.	Srinivas Bommidala	00061464	ADAPB2985L	Non-Executive	10.05.1996	-	3	3	-
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^	5	3	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^	2	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	-	4	-	-

\$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

<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. 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



<b>III. Meeting of Board of Directors</b>			
<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 11, 2017 & September 29, 2017	November 14, 2017	45 days	
<b>IV. Meeting of Committees</b>			
<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>
<b>Audit Committee</b>			
November 10, 2017	Yes,	July 21, 2017, August 10, 2017 & September 29, 2017	41 days
<b>Nomination &amp; Remuneration Committee</b>			
November 14, 2017	Yes	August 11, 2017	94 days
<b>Stakeholders' Relationship Committee</b>			
November 14, 2017	Yes,	August 11, 2017	94 days
* 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: **No Comments/ observation from Board of Directors**

**For GMR Infrastructure Limited**

**T. Venkat Ramana**  
**Company Secretary & Compliance Officer**

