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April 30, 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 March 31, 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 March 31, 2020.

Request you to please take the same on record.

Thanking you,

for **GMR Infrastructure Limited**

sd/-

T. Venkat Ramana
Company Secretary &
Compliance Officer

Encl: As above

Registered Office:
Plot No. 301, G Block
7th Floor, Naman Centre
Bandra Kurla Complex (Opp. Dena Bank)
Bandra(East), Mumbai-400 051

Compliance Report on Corporate Governance

Annexure -I Quarterly basis

1. Name of Listed Entity : GMR Infrastructure Limited
2. Quarter ending : March 31, 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	-	1	-
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
Mrs	Vissa Siva Kameswari	02336249	Non- Executive-Independent	01-10-2014	14.09.2016		5 years ^	16-05-1964	3	3	7	-
Mr.	Madhva Bhimacharya Terdal	05343139	Whole-Time Director/Executive	08-08-2019	-	-	-	31-07-1954	1	-	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 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	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

&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>	
November 14, 2019	February 13, 2020 February 17, 2020 February 20, 2020 & March 19, 2020	90 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			
February 12, 2020 & February 13, 2020	Yes	November 13, 2019	90 days
Nomination & Remuneration Committee			
-	NA	-	-
Stakeholders' Relationship Committee			
February 13, 2020	Yes	November 14, 2019	90 days
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 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

Sd/-

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

Annexure II

I. Disclosure on website in terms of Listing Regulations		
	Compliance status (Yes/No/NA) <small>refer note below</small>	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.gmrgroup.in
b) Terms and conditions of appointment of independent directors	Yes	www.gmrgroup.in
c) Composition of various committees of board of directors	Yes	www.gmrgroup.in
d) Code of conduct of board of directors and senior management personnel	Yes	www.gmrgroup.in
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.gmrgroup.in
f) Criteria of making payments to non-executive directors	Yes	www.gmrgroup.in
g) Policy on dealing with related party transactions	Yes	www.gmrgroup.in
h) Policy for determining 'material' subsidiaries	Yes	www.gmrgroup.in
i) Details of familiarization programmes imparted to independent directors	Yes	www.gmrgroup.in
j) Email address for grievance redressal and other relevant details	Yes	www.gmrgroup.in
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.gmrgroup.in
l) Financial results	Yes	www.gmrgroup.in
m) Shareholding pattern	Yes	www.gmrgroup.in
n) Details of agreements entered into with the media companies and/or their associates	NA	-
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	www.gmrgroup.in
p) New name and the old name of the listed entity	NA	-
q) Advertisements as per regulation 47 (1)	Yes	www.gmrgroup.in
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	www.gmrgroup.in
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.gmrgroup.in
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.gmrgroup.in
b) Materiality Policy as per Regulation 30	Yes	www.gmrgroup.in
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	www.gmrgroup.in
<p>It is certified that these contents on the website of the listed entity are correct.</p>		

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	Yes
Memberships in Committees	26(1)	Yes



Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
III Affirmations: The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.		
For GMR Infrastructure Limited Sd/- T. Venkat Ramana Company Secretary & Compliance Officer		