

May 17, 2022

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400001.  
Scrip: 532754

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

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report as per Regulation 24A of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of Annual Secretarial Compliance Report for the financial year ended 31 March, 2022 received from M/s. V Sreedharan & Associates, Practicing Company Secretaries.

Request you to please take the same on record.

Thanking you,

for **GMR Infrastructure Limited**

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



*Enc: As Above*



**Secretarial Compliance Report of GMR Infrastructure Limited  
for the year ended March 31, 2022 under Regulation 24A of  
SEBI (Listing Obligations and Disclosure Requirements), 2015**

(CIN: L45203MH1996PLC281138)

We have examined:

- (a) all the documents and records made available to us and explanation provided by GMR Infrastructure Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the review period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the review period);



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the review period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to the Company during the review period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and based on the above examination, we hereby report that, during the Review Period;
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines Issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) There was no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) The company was not required to take any action as there were no observations made in the previous Annual Secretarial Report under Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015.

For V. Sreedharan & Associates



(V. SREEDHARAN)

Partner

FCS: 2347; C.P. No. 833

Place: Bengaluru

Date: May 07, 2022

UDIN: F002347D000285674

Peer Review Certificate No. 589/2019

