



Corporate Office:
New Udaan Bhawan, Opp. Terminal-3
Indira Gandhi International Airport
New Delhi-110037
CIN: L45203MH1996PLC281138
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June 22, 2020

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

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

Dear Sir/ Madam,

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year 2019-20

Ref: Intimation under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Pursuant to regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019 and in accordance with the relaxations granted by SEBI through Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020, please find enclosed herewith the Annual Secretarial Compliance Report issued by V Sreedharan and Associates, Practising Company Secretaries for the Financial Year 2019-20.

This is for your information and record.

Yours faithfully

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



**Secretarial Compliance Report of GMR Infrastructure Limited
for the year ended March 31, 2020 under Regulation 24A of SEBI (LODR),
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, 2020 (“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; (To the extent applicable 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 (LODR).

(e) Since the auditor has already been appointed, the terms of appointment of the auditor have been suitably modified to give effect to Sl. No. 6(A) and 6(B) of SEBI Circular CIR/CFD/CMD 1/114/2019 dated October 18,2019.

For V. Sreedharan & Associates

**VISHWANATHA
N SREEDHARAN**

Digitally signed by VISHWANATHAN SREEDHARAN
DN: c=IN, o=Personal, postalCode=560078,
st=Karnataka,
2.5.4.20=14c6cad2f1b3da70ff51ab98ceecbd5d23799f1
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serialNumber=b782c1fcd69926cc3abd251ab3b529e5
90265cbb4e35e43984e0cb3f17c4,
cn=VISHWANATHAN SREEDHARAN
Date: 2020.06.22 19:46:22 +05'30'

(V. Sreedharan)

Partner

FCS: 2347; C.P. No. 833

Bengaluru

June 22, 2020

UDIN: F002347B000365072