

Compliance Report under Clause 49 (VI)(ii) of the Listing Agreement for the quarter ended June 30, 2012

Particulars	Clause of Listing agreement	Compliance Status [Yes/No]	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	The necessary details / report for the financial year 2011-12 will be form part of the Annual Report of the Company for the financial year 2011-12.
(F) Management	49 (IV F)	Yes	-do-
(G) Shareholders	49 (IV G)	Yes	-do-
V. CEO/CFO Certification	49 (V)	Yes	-do-
VI. Report on Corporate Governance	49 (VI)	Yes	-do-
VII. Compliance	49 (VII)	Yes	The certificate for the financial year 2011-12 will be form part of Annual Report of the Company for the financial year 2011-12.

For **GMR Infrastructure Limited**

C.P. Sounderarajan

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Company Secretary & Compliance Officer