

**Compliance Report under Clause 49 (VI)(ii) of the Listing Agreement for the quarter ended June 30, 2009**

Particulars	Clause of Listing agreement	Compliance Status [Yes/No]	Remarks
<b>I. Board of Directors</b>	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	
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	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 2008-09 will be published in the Annual Report of the Company for the year 2008-09.
(F) Management	49 (IV F)	Yes	-do-
(G) Shareholders	49 (IV G)	Yes	-do-
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	-do-
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	-do-
<b>VII. Compliance</b>	49 (VII)	Yes	The necessary certificate for the financial year 2008-09 will be published in the Annual Report of the Company for the year 2008-09

for GMR Infrastructure Limited



C.P. Sounderarajan  
Company Secretary & Compliance Officer