



Compliance Report under Clause 49 (VI) (ii) of the Listing Agreement for the quarter ended 31st December, 2006.

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		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
V. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Board Disclosures	49 (IV B)	Yes	
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	Yes	
(D) Remuneration of Directors	49 (IV D)	Yes	The necessary details/ report for the financial year 2006-07 will be published in the next annual report of the Company for the year 2006-07.
(E) Management	49 (IV E)	Yes	-d-
(F) Shareholders	49 (IV F)	Yes	-d-
V. CEO/CFO Certification	49 (V)	Yes	-d-
VI. Report on Corporate Governance	49 (VI)	Yes	-d-
VII. Compliance	49 (VII)	NA - For the year 2005 -06	The necessary certificate for the financial year 2006-07 will be published in the next Annual Report of the Company for the year 2006 -07

For GMR Infrastructure Limited

A S Cherukupalli
Company Secretary & Compliance Officer