



**Compliance Report under Clause 49 (VI)(ii) of the Listing Agreement for the quarter ended March 31, 2011**

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	Code of Conduct for Directors & Senior Management is posted on the website of the Company. A declaration confirming the compliance of Code of Conduct of the Company for the year ended 31 <sup>st</sup> March 2011 shall be included in the Annual Report 2010-11.
<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	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Is being complied with. The Certificate will be placed before the Board Meeting at which the Annual Financial Statements of the Company for the Financial Year 2010-11 will be considered.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Is being complied with. A Report on Corporate Governance will be attached to the Annual Report for the F.Y. 2010-11.
<b>VII. Compliance</b>	49 (VII)	Yes	The conditions of Corporate Governance as stipulated in Clause 49 are being complied with. A Certificate to that effect will also form part of Annual Report 2010-11.

for GMR Infrastructure Limited

*C.P. Sounderarajan*

C.P. Sounderarajan  
Company Secretary & Compliance Officer