

**Compliance Report under Clause 49 (VI)(ii) of the Listing Agreement
for the quarter ended June 30, 2008**

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	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 2007-08 have been published in the annual report of the Company for the year 2007-08.
(F) Management	49 (IV F)	Yes	-d _o -
(G) Shareholders	49 (IV G)	Yes	-d _o -
V. CEO/CFO Certification	49 (V)	Yes	-d _o -
VI. Report on Corporate Governance	49 (VI)	Yes	-d _o -
VII. Compliance	49 (VII)	Yes	The necessary certificate for the financial year 2007-08 has been published in the Annual Report of the Company for the year 2007 -08.

For GMR/Infrastructure Limited

A S Cherukupalli
Company Secretary & Compliance Officer

