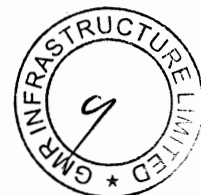


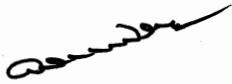
**Compliance Report under Clause 49 (X)(B) of the Listing Agreement
for the quarter ended June 30, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)	Yes	
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)	Yes	
(A) Qualified & Independent Audit	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	The necessary details / report for the financial year 2014-15 will form part of the Annual Report of the Company for the financial year 2014-15.
(D) Management	49 (VIII D)	Yes	-do-
(E) Shareholders	49 (VIII E)	Yes	-do-



(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	-do-
IX. CEO/CFO Certification	49 (IX)	Yes	-do-
X. Report on Corporate Governance	49 (X)	Yes	-do-
XI. Compliance	49 (XI)	Yes	The certificate for the financial year 2014-15 will form part of Annual Report of the Company for the financial year 2014-15.

for GMR Infrastructure Limited



C.P. Sounderarajan
Company Secretary & Compliance Officer

