

**Compliance Report under Clause 49 (X)(B) of the Listing Agreement
for the quarter ended March 31, 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	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 31st March 2015 shall be included in the Annual Report of 2014-15.
(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	



(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	will form part of the Annual Report 2014-15
X. Report on Corporate Governance	49 (X)	Yes	will form part of the Annual Report 2014-15
XI. Compliance	49 (XI)	Yes	The Conditions of Corporate Governance as stipulated in Clause 49 are being complied with. A Certificate will form part of Annual Report 2014-15.

for **GMR Infrastructure Limited**



C.P. Sounderarajan
Company Secretary & Compliance Officer

