

**Quarterly Compliance Report on Corporate Governance.**

Name of the Company : INFRA INDUSTRIES LIMITED  
 Quarter Ending on : 31<sup>st</sup> March, 2013

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No)</b>	<b>Remarks</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>
<b>I. Board of Directors</b>	49 1	Yes	
(A) Composition of Board	49 (IA)	Yes	The Company has 4 Directors out of which one is whole time Director and the Chairman is Non Executive.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Only sitting fees are paid
(C) Other Provision as to Board and Committee	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 II		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Power of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information of Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	Accounting Standard is followed
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	
(B) Board Disclosures	49 (IVC)	Yes	
(C) Proceeds from Public issues, rights issues, preferential issues etc.	49 (IVD)	N.A.	
(D) Remuneration of Directors	49 (IVE)	Yes	
(E) Management	49 (IVF)	Yes	
(F) Shareholders	49 (IVG)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Given only annually in the Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	

Thanking you,

Yours faithfully,  
 For **INFRA INDUSTRIES LIMITED**

**CHAIRMAN**

