

**RPP INFRA PROJECTS LIMITED**  
**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31.03.2012**

Particulars	Clause of Listing Agreement	Compliance status Yes/No/N.A	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	No	Due to the demise of one of our Independent Director - Mr. Murugesan on 14.11.2011, We are in the process of inducting an Independent director, the same shall be complied as per Clause 49(I)(C)(iv) of the Listing Agreement.
(B) Non-executive directors' compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(1C)	Yes	
(D) Code of conduct	49(1D)	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) 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(IVA)	Yes	
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	
(C) Board Disclosures	49(IVC)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues, etc.	49(IVD)	Yes	
(E) Remuneration of Directors	49(IVE)	Yes	
(F) Management	49(IVF)	Yes	
(G) Shareholders	49(IVG)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	
<b>VII. Compliance</b>	49(VII)	Yes	

For RPP Infra Projects Ltd

*R. N. Nitya*

Company Secretary