

RPP INFRA PROJECTS LIMITED
CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31.12.2011

Particulars	Clause of Listing Agreement	Compliance status Yes/No/N.A	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	No*	
(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	
II. Audit Committee	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Powers of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of information by Audit Committee	49(II E)	Yes	
III. Subsidiary Companies	49(III)	Yes	
IV. Disclosures	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	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	

*The Company is in the process of inducting an Independent director, since one of our Independent Director Mr. Murugesan has passed away on 14.11.2011.

For RPP Infra Projects Ltd

B. N. N. N. N. N.

Company Secretary