

OK

Vakharia Power Infrastructure Ltd.

CIN : L40102MH2011PLC221715

Regd. Office :
67, Regent Chambers,
208, Nariman Point, Mumbai - 400 021.
Tel.: 2204 9233, 2204 2788, 2282 8415
Fax : (022) 2287 0540

April 6, 2015

To,
The Corporate Services,
Bombay Stock Exchange,
25, P.J. Towers, Dalal Street,
Mumbai – 400 001.

Company Code No.536709

Dear Sir,

Sub: **Quarterly Compliance Report on Corporate Governance – Clause 49**

With reference to the above, we are enclosing herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended 31st March, 2015 as required under Clause 49 of the Listing Agreement.

You are requested to take the same on record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For Vakharia Power Infrastructure Limited


Director



Vakharia Power Infrastructure Ltd.

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Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: VAKHARIA POWER INFRASTRUCTURE LIMITED

Quarter ending on: 31ST MARCH 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(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 (11E)	Yes	The Company has adopted the Code of Conduct for all the Board members and senior management of the Company.
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	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 (111E)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	

Subject to Mumbai Jurisdiction

Vakharia Power Infrastructure Ltd.

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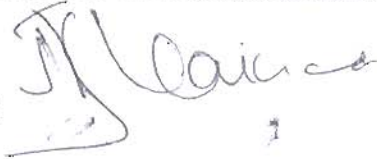
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IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	No	
VI. Risk Management	49 (VI)	NA	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	No	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	Will be Complied in the Annual Report for 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues etc.	49 (VIII I)	N A	
IX. CEO/CFO Certification	49 (IX)	Yes	The CEO/CFO certificate will be obtained for the year ended 31 st March, 2015.
X. Report on Corporate Governance	49 (X)	Yes	The Annual Report for the year 2014-2015 will carry the report on Corporate Governance.
XI. Compliance	49 (XI)	Yes	The Company will obtain the certificate from Practising Company Secretary in the Annual Report for the year ended 31 st March, 2015.

For VAKHARIA POWER INFRASTRUCTURE LIMITED

DIRECTOR



Vakharia Power Infrastructure Ltd.

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Note:

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

ANNEXURE

DETAILS OF RELATED PARTY TRANSACTION FOR THE PERIOD 1ST JANUARY 2015 TO 31ST MARCH 2015

SR. NO	RELATED PARTY	TRANSACTION PARTICULARS	AMOUNT
1.	Teekay International	Rent paid	Rs. 45000/-

For VAKHARIA POWER INFRASTRUCTURE LIMITED

DIRECTOR

