

o/c.

Subject to Mumbai Jurisdiction

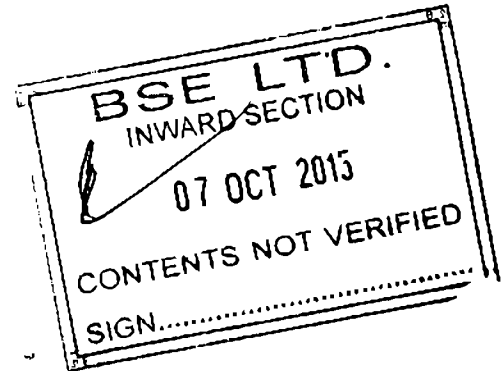
# Vakharia Power Infrastructure Ltd.

CIN : L40102MH2011PLC221715

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

October 7, 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 30th September, 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**

A handwritten signature in black ink, appearing to be 'D. Vakharia'.

**Director**  
(DIN 00047777)  
Encl: As above

Website : [www.vakharia.in](http://www.vakharia.in) Email : [info@vakharia.in](mailto:info@vakharia.in)

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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: 30<sup>TH</sup> SEPTEMBER 2015

Company Code : 536709

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	The Board comprises of 4 Directors, of which 2 are non Executive Independent Directors. The Chairman is an Executive Director.
(B) Independent Directors	49 (IIB)	Yes	The meeting of the Independent Directors shall be held once in a financial year.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	N.A.	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	-
(F) Whistle Blower Policy	49 (IIF)	Yes	-
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	The Audit Committee comprises of 3 members of which 2 are Independent Non- Executive Director. The Chairman of the committee is an Independent Director.
(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	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	The Committee comprises of two non Executive Independent Directors and one Executive Director.
<b>V. Subsidiary Companies</b>	49 (V)	N.A	-
<b>VI. Risk Management</b>	49 (VI)	N.A	

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VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	Related Party Transactions disclosed in the Annual Report 2014-15.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	Accounting treatment disclosed in the Annual Report of 2014-15.
(C) Remuneration of Directors	49 (VIIIC)	Yes	Board Disclosures disclosed in the Annual Report of 2014-15.
(D) Management	49 (VIII D)	Yes	Management Discussion & Analysis Report disclosed in the Annual Report of 2014-15.
(E) Shareholders	49 (VIII E)	Yes	Shareholders information disclosed in the Annual Report of 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	
IX. CEO/CFO Certification	49 (IX)	Yes	Disclosed in the Annual Report of 2014-15.
X. Report on Corporate Governance	49 (X)	Yes	Disclosed in the Annual Report of 2014-15.
XI. Compliance	49 (XI)	Yes	Disclosed in the Annual Report of 2014-15.

For VAKHARIA POWER INFRASTRUCTURE LIMITED

  
JITENDRA KANTILAL VAKHARIA  
DIRECTOR  
DIN- 00047777

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.

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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).

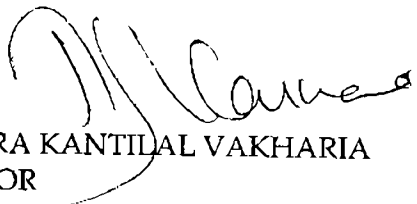
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, 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 1<sup>ST</sup> JULY 2015 TO 30<sup>TH</sup> SEPTEMBER 2015

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

For VAKHARIA POWER INFRASTRUCTURE LIMITED

  
JITENDRA KANTILAL VAKHARIA  
DIRECTOR  
DIN- 00047777