

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

|                            |  |
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| <b>Name of the Company</b> | <b>J. KUMAR INFRAPROJECTS LIMITED</b>  |
| <b>Quarter ending on</b>   | <b>30<sup>th</sup> September, 2014</b> |

| <b>Particulars</b>  | <b>Clause of Listing Agreement</b> | <b>Compliance Status (Yes/No)</b> | <b>Remarks (if any)</b> |
|---|------------------------------------|-----------------------------------|-------------------------|
| I. Board of Directors   | 49 I                               | Yes                               | Compliance Made         |
| a) Composition of Board   | 49 (1 A)                           | Yes                               | Compliance Made         |
| b) Non-executive Directors' Compensation & Disclosures                  | 49 (1 B)                           | Yes                               | Compliance Made         |
| c) Other provisions as to Board & Committee                             | 49 (1C)                            | Yes                               | Compliance Made         |
| d) Code of Conduct for Board Members and Senior Members of Management   | 49 (1D)                            | Yes                               | Compliance Made         |
| II. Audit Committee   | 49 II                              | Yes                               | Compliance made         |
| a) Qualified & Independent Audit Committee                              | 49 (II A)                          | Yes                               | Compliance Made         |
| b) Meeting of Audit Committee   | 49 (II B)                          | Yes                               | Compliance Made         |
| c) Powers of Audit Committee  | 49 (II C)                          | Yes                               | Compliance Made         |
| d) Role of Audit Committee  | 49 (II D)                          | Yes                               | Compliance Made         |
| e) Review of information by Audit Committee                             | 49 (II E)                          | Yes                               | Compliance Made         |
| III. Subsidiary Companies   | 49 (III)                           | -----                             | Not Applicable          |
| IV. Disclosures   | 49 (IV)                            | Yes                               | Compliance Made         |
| a) Basis of related party transactions                                  | 49 (IV A)                          | Yes                               | Compliance Made         |
| b) Disclosure of Accounting Treatment                                   | 49 (IV B)                          | Yes                               | Compliance Made         |
| c) Board Disclosures  | 49 (IV C)                          | Yes                               | Compliance Made         |
| d) Proceeds from public issues, right issues, preferential issues, etc. | 49 (IV D)                          | Yes                               | Compliance Made         |
| e) Remuneration of Directors  | 49 (IV E)                          | Yes                               | Compliance Made         |
| f) Management   | 49 (IV F)                          | Yes                               | Compliance Made         |
| g) Shareholders   | 49 (IV G)                          | Yes                               | Compliance Made         |
| V. CEO/CFO Certification  | 49 V                               | Yes                               | Compliance Made         |
| VI. Report on Corporate Governance.                                     | 49 VI                              | Yes                               | Compliance Made         |
| VII. Compliance   | 49 VII                             | Yes                               | Compliance Made         |

**For J. KUMAR INFRAPROJECTS LIMITED**

Poornima Reddy  
Company Secretary