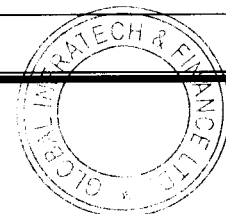


**QUARTERLY COMPLIANCE REPORT**  
**ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

Name of the Company : M/s. Global Infratech & Finance Limited  
Quarter ending on : 30<sup>th</sup> September, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
1	2	3	4
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	N.A.	Company does not pay any remuneration, by whatever name called to its Non-Executive Director.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	The Code of Conduct in compliance with the Clause 49(IIE) has been made available on the Company's Website. Further the Certification to the effect of compliance of code of conduct has been made annual in the Annual Report for the FY 2014-2015 and also shall be made in the Annual Report for the F.Y.-2015-2016
(F) Whistle Blower Policy	49 (IIF)	Yes	The Whistle Blower Policy compliance with the Clause 49(IIF) has been made available on the Company's Website. Further the disclosure of the said mechanism has been made annual in the Annual Report for the FY 2014-2015 and also shall be made in the Annual Report for the F.Y.-2015-2016
<b>III. Audit Committee</b>	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 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	
<b>VI. Risk Management</b>	49 (VI)	Yes	Constitution of Committee on Risk Management as specified under Clause 49(VI)(C) is not applicable to us, as we do not fall under the Top 100 Companies.



<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	The details w.r.t., to the Related Party Transaction is annexed as Annexure I
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A	
(C) Remuneration of Directors	49 (VIII C)	Yes	The Disclosure with regards to the same has been disclosed in the Annual Report for FY 2014-2015 and the same shall be disclosed in the Annual Report for FY 2015-2016
(D) Management	49 (VIII D)	Yes	The Disclosure with regards to the same has been disclosed in the Annual Report for FY 2014-2015 and the same shall be disclosed in the Annual Report for FY 2015-2016
(E) Shareholders	49 (VIII E)	Yes	The Disclosure with regards to the same has been disclosed in the Annual Report for FY 2014-2015 and the same shall be disclosed in the Annual Report for FY 2015-2016
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	NA	
<b>IX.CEO/CFO Certification</b>	49 (IX)	Yes	Complied in the Annual Report for the financial year 2014-2015 and It shall be complied in the Annual Report for the financial year 2015-2016.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Complied in the Annual Report for the financial year 2014-2015 and It shall be complied in the Annual Report for the financial year 2015-2016.
<b>XI. Compliance</b>	49 (XI)	Yes	Complied in the Annual Report for the financial year 2014-2015 and It shall be complied in the Annual Report for the financial year 2015-2016.

For GLOBAL INFRA TECH & FINANCE LIMITED

  
**AALLAN PAUL**  
**EXECUTIVE DIRECTOR**  
**(DIN: 06639742)**

Place: Chennai


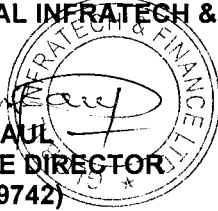
Date: 15<sup>TH</sup> October, 2015

## Annexure I

The details w.r.t., to the Related Party Transactions during the Quarter:

Sl. No.	Related Party	Nature of Transaction	Value of transaction
1	MATRIX METAL TRADERS PRIVATE LIMITED	Purchase of Materials	Rs. 4.46 lacs
2	MATRIX METAL TRADERS PRIVATE LIMITED	Sale of Materials	Rs. 62.96 Lacs
The said Transactions were at arm's length basis and necessary Audit Committee Approval were obtained.			

For GLOBAL INFRATECH & FINANCE LIMITED

**AALLAN PAUL**  
**EXECUTIVE DIRECTOR**  
 (DIN: 06639742)  
 Place: Chennai  
 Date: 15<sup>TH</sup> October, 2015