



GAMMON INFRASTRUCTURE PROJECTS LIMITED

Undertaking

In connection with the proposed scheme of amalgamation of Pravara Renewable Energy Limited with Gammon Infrastructure Projects Limited ('the Company'), we confirm that the Company has complied with clause 49 of the Listing Agreement. The Compliance Report for the quarter ended June 30, 2013 is annexed herewith.



For Gammon Infrastructure Projects Limited

G. Sathis Chandran
Company Secretary

Corporate Office : Orbit Plaza, 5th Floor, Plot No. 952/954, New Prabhadevi Road, Prabhadevi, Mumbai - 400 025, INDIA

Tel. : 91 - 22 - 6748 7200 • Fax : 91 - 22 - 6748 7201 • E-mail : info@gammoninfra.com

Website : www.gammoninfra.com

Registered Office : Gammon House, Veer Savarkar Marg, Prabhadevi, Mumbai - 400 025. INDIA.

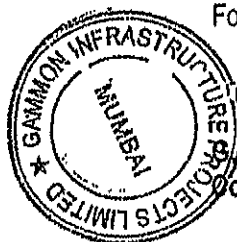
Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: Gammon Infrastructure Projects Limited

Quarter ended on: 30th June, 2013

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---|
| I Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | |
| (B) Non-executive Directors' Compensation & Disclosures | 49 (IB) | Yes | |
| (C) Other Provisions as to Board and Committees | 49 (IC) | Yes | |
| D) Code of Conduct | 49 (ID) | Yes | Where disclosure is required, it will be made in the Annual Report of 2012-13 |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 II(D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| III. Subsidiary Companies | 49 (III) | Yes | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of Related Party Transactions | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | NA | |
| (C) Board Disclosures | 49 (IV C) | Yes | |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | Yes | |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Where disclosure is required, it will be made in the Annual Report of 2012-13 |
| (F) Management | 49 (IV F) | Yes | Where disclosure is required, it will be made in the Annual Report of 2012-13 |
| (G) Shareholders | 49 (IV G) | Yes | Where disclosure is required, it will be made in the Annual Report of 2012-13 |
| V. CEO/CFO Certification | 49 (V) | Yes | |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Will be included in the Annual Report of 2012-13 |
| VII. Compliance | 49 (VII) | Yes | Will be annexed/disclosed in the Annual Report of 2012-13 |

For Gammon Infrastructure Projects Limited



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