

GCCL INFRASTRUCTURE & PROJECTS LIMITED

(CIN No. : L45201GJ1994PLCO23416)

Date: 01/10/2015

To
The Department of Corporate Services,
The Mumbai Stock Exchange,
1st Floor Rotunda Bldg, B.S. Marg,
Fort, Mumbai-400 001

Dear Sir,

Sub: Listing agreement- Clause 49

Scrip Code: 531375

We submit Clause 49 of the Listing Agreement and enclose the report on Corporate Governance for the quarter ended on 30/09/2015.

The copy of the Corporate Governance is enclosed

Kindly take it on your record.

Thanking you.

Yours faithfully,

For GCCL Infrastructure and Projects Limited


Authorized Signatory

GCCL INFRASTRUCTURE & PROJECTS LIMITED

(CIN No. L45201GJ1994PLCO23416)

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: GCCL INFRASTRUCTURE AND PROJECTS LIMITED

Quarter ending on : 30/09/2015

COMPANY CODE : 531375

| PARTICULARS | | CLAUSE OF LISTING AGREEMENT | COMPLIANCE STATUS (YES/NO/N.A) | REMARKS |
|-------------|---|-----------------------------|--------------------------------|---|
| II | Board of Directors | 49 (II) | | |
| (A) | Composition of Board | 49 (IIA) | Y | |
| (B) | Independent Directors | 49 (IIB) | Y | |
| (C) | Non-executive Directors' compensation & disclosures | 49 (IIC) | Y | Criteria disclosed in the Annual Report for the year ended 2014-2015 |
| (D) | Other provision as to Board & Committees | 49 (IID) | Y | |
| (E) | Code of Conduct | 49 (IIE) | Y | Declaration to the effect of Compliance is incorporated in the Annual Report for the year ended 2014-2015 |
| (F) | Whistle Blower Policy-Vigil mechanism | 49 (IIF) | Y | Mechanism disclosed in the Board Report for the year ended 2014-2015 |
| III | Audit Committee | 49 (III) | | |
| (A) | Qualified & Independent Audit Committee | 49 (IIIA) | Y | |
| (B) | Meeting of Audit Committee | 49 (IIIB) | Y | |
| (C) | Powers of Audit Committee | 49 (IIIC) | Y | |



