

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **Shelter Infra Projects Limited**

Quarter Ending on : 31st December, 2011

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	
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 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49(IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	
(B) Board Disclosures	49 (IVB)	Yes	
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVC)	N.A.	
(D) Remuneration of Directors	49 (IVD)	Yes	Complied with in the Annual Report
(E) Management	49 (IVE)	Yes	- do -
(F) Shareholders	49(IVF)	Yes	- do -

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Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
V. CEO/CFO Certification	49(V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	Complied with in the Annual Report
VII. Compliance	49(VII)	Yes	- do -

Date: 02.01.2012

K. L. Surana 02/01/2012
(K. L. Surana)

Compliance Officer

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. 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(IV A).
- 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.

The information furnished above is certified by **Shelter Infra Projects Limited** to be true, fair and accurate (except in respect of errors in or omissions from documents filed electronically that result solely from electronic transmission errors beyond our control and in respect of which we take corrective action as soon as it is reasonably practicable after becoming aware of the error or the omission). SEBI, the Stock Exchanges or the CFDS do not take any responsibility for the accuracy, validity, consistency and integrity of the data entered and updated by it.

Compliance Officer : K. L. Surana

Designation : Company Secretary

Name of the Company : **Shelter Infra Projects Limited**