

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : GFL FINANCIALS (INDIA) LIMITED.

QUARTER ENDING ON : 31-12-2012

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	YES	
(A) Composition of Board	49(IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A.	<b>NO COMPENSATION PAID</b>
(C) Other provisions as to Board and Committees	49 (IC)	YES	<b>PERIODICAL REVIEW IS DONE</b>
D) Code of Conduct	(49 (ID)	YES	
<b>II. Audit Committee</b>	49 (II)	YES	
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	<b>NO SUBSIDIARY COMPANY</b>
<b>IV. Disclosures</b>	49 (IV)	YES	
(A) Basis of related party transactions	49 (IV A)	N.A.	<b>NO RELATED PARTY TRANSACTION</b>
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	THERE IS NO P.I., R.I., PR.I.
(E) Remuneration of Directors	49 (IV E)	N.A.	NO REMUNERATION PAID
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	<b>YES</b>	
<b>V. CEO/CFO Certification</b>	49 (V)	<b>YES</b>	
<b>VI. Report on Corporate Governance</b>	49 (VI)	<b>YES</b>	<b>ALREADY GIVEN IN ANNUAL REPORT 2011-12.</b>
<b>VII. Compliance</b>	49 (VII)	<b>YES</b>	<b>COMPLIANCE CERTIFICATE OBTAINED FROM AUDITOR ENCLOSED WITH ANNUAL REPORT OF 2011-12.</b>

FOR & BEHALF OF  
GFL FINANCIALS (INDIA) LIMITED

Compliance Officer

