

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

NAME OF THE COMPANY: ANOD PLASMA SPRAY LTD.

QUARTER ENDING ON : 31st December 2014

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)	Not Applicable	No remuneration paid to the Non-executive Directors
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II AUDIT COMMITTEE			
(A) Qualified and Independent Audit Committee	49 (IIA)	Yes	He shall attend Annual General Meeting
(B) Meetings of audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	Powers delegated as per clause 49
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
(III) SUBSIDIARY COMPANIES	49 (III)	Not Applicable	Company has no Subsidiary
(IV) DISCLOSURES	49(IV)		
(A) Basis of related party transactions	49 (IV A)	Not Applicable	
(B) Disclosure of Accounting Treatment	49 (IV B)	Not Applicable	There are no deviations from accounting standards



(C) Board Disclosures	49 (IV C)		
(D) Proceeds from public issues, right issues, preferential issues etc.	49 (IV D)	Not Applicable	
(E) Remuneration of Directors	49 (IV E)	Yes	The disclosures of remuneration of directors shall be made in the section on corporate governance report
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
(V) CEO/ CFO CERTIFICATION	49(V)	Yes	
(VI) REPORT ON CORPORATE GOVERNANCE	49 (VI)	Yes	
(VII) COMPLIANCE	49 (VII)	Yes	

NOTE:

1. The details under each 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. 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 NA 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 – "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.

Date: 14th January 2015
Place: Kanpur

For Anod Plasma Spray Limited
Compliance Officer

