

**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 March 2015

| 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 |



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|---|-----------|----------------|--|
| (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: 16th April 2015
Place: Kanpur

For Anod Plasma Spray Limited
Compliance Officer

