

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER  
ENDED 31<sup>ST</sup> MARCH, 2012**

Particulars	Clause of Listing agreement	Compliance status Yes/No/N.A	Remarks
<b>1. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	YES	N. A.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A	Will be complied in the Annual Report for the year 2011 – 2012
(C) Other provisions as to Board and Committees	49 (IC)	YES	N. A.
(D) Code of Conduct	49 (ID)	YES	N. A.
<b>II. Audit Committee</b>	49 (II)		N. A.
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	N. A.
(B) Meeting of Audit Committee	49 (IIB)	YES	N. A.
(C) Powers of Audit Committee	49 (IIC)	YES	N. A.
(D) Role of Audit Committee	49 (IID)	YES	N. A.
(E) Review of Information by Audit Committee.	49 (IIE)	YES	N. A.
<b>III. Subsidiary companies</b>	49 (III)	YES	Will be complied in the Annual Report for the year 2011 – 2012
<b>IV. Disclosures</b>	49 (IV)		Will be complied in the Annual Report for the year 2011 – 2012
(A) Basis of related party transactions	49 (IV A)	N.A	Will be complied in the Annual Report for the year 2011 – 2012
(B) Board of Disclosures	49 (IV B)	YES	N. A.
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	N.A	No Public issues, rights issues, preferential issues etc., during the year.

*V.V. Nagendra*

**V V NAGENDRA  
Managing Director**

(D) Remuneration of Directors	49 (IV D)	N.A	Will be complied in the Annual Report for the year 2011 – 2012
(E) Management	49 (IV E)	N.A	Will be complied in the Annual Report for the year 2011 – 2012
(F) Shareholders	49 (IV F)	N.A	Will be complied in the Annual Report for the year 2011 – 2012
<b>V. CEO/CFO Certification</b>	49 (V)	N.A	Will be complied in the Annual Report for the year 2011 – 2012
<b>VI. Report on Corporate Governance</b>	49 (VI)	N.A	Will be complied in the Annual Report for the year 2011 – 2012
<b>VII. Compliance</b>	49 (VII)	N.A	Will be complied in the Annual Report for the year 2011 – 2012

*V.V. Nagendra*

**V V NAGENDRA**  
**Managing Director**