



**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER
ENDED 31ST MARCH, 2011**

USA

GERMANY

Particulars	Clause of Listing agreement	Compliance status Yes/No/N.A	Remarks
1. Board of Directors	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 2010 – 2011
(C) Other provisions as to Board and Committees	49 (IC)	YES	N. A.
(D) Code of Conduct	49 (ID)	YES	N. A.
II. Audit Committee	49 (II)		
(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.
III. Subsidiary companies	49 (III)	YES	Will be complied in the Annual Report for the year 2010 – 2011
IV. Disclosures	49 (IV)		Will be complied in the Annual Report for the year 2010 – 2011
(A) Basis of related party transactions	49 (IV A)	N.A	Will be complied in the Annual Report for the year 2010 – 2011
(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 2010 – 2011
(E) Management	49 (IV E)	N.A	Will be complied in the Annual Report for the year 2010 – 2011
(F) Shareholders	49 (IV F)	N.A	Will be complied in the Annual Report for the year 2010 – 2011
V. CEO/CFO Certification	49 (V)	N.A	Will be complied in the Annual Report for the year 2010 – 2011
VI. Report on Corporate Governance	49 (VI)	N.A	Will be complied in the Annual Report for the year 2010 – 2011
VII. Compliance	49 (VII)	N.A	Will be complied in the Annual Report for the year 2010 – 2011



V.V. Nagendra

**V V NAGENDRA
Managing Director**