

Quarterly Compliance Report on Corporate Governance

Name of the Company:

**REMI ELEKTROTECHNIK LIMITED**

Quarter ended on:

**31ST MARCH, 2014**

| Particulars  | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks                                      |
|--|-----------------------------|----------------------------|--|
| <b>I. Board of Directors</b>   | <b>49(I)</b>                |                            |  |
| (A) Composition of Board   | 49(IA)                      | YES                        |  |
| (B) Non-executive Directors' compensation & disclosures                  | 49(IB)                      | YES                        |  |
| (C) Other provisions as to Board and Committees                          | 49(IC)                      | YES                        |  |
| (D) Code of Conduct  | 49(ID)                      | YES                        |  |
| <b>II. Audit Committee</b>   | <b>49(II)</b>               |                            |  |
| (A) Qualified & Independent Audit Committee                              | 49(IIA)                     | YES                        |  |
| (B) Meeting of Audit Committee   | 49(IIB)                     | YES                        |  |
| (C) Powers of Audit Committee  | 49(IIC)                     | YES                        |  |
| (D) Role of Audit Committee  | 49(IID)                     | YES                        |  |
| (E) Review of Information by Audit Committee                             | 49(IIE)                     | YES                        |  |
| <b>III. Subsidiary Companies</b>   | <b>49(III)</b>              | N.A.                       |  |
| <b>IV. Disclosures</b>   | <b>49(IV)</b>               |                            |  |
| (A) Basis of related party transactions                                  | 49(IVA)                     | YES                        |  |
| (B) Disclosure of Accounting Treatment                                   | 49(IVB)                     | YES                        |  |
| (C) Board Disclosures  | 49(IVB)                     | YES                        |  |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49(IVC)                     | N.A.                       |  |
| (E) Remuneration of Directors  | 49(IVD)                     | YES                        | Will be complied with the next Annual Report |
| (F) Management   | 49(IVE)                     | YES                        | Do   |
| (G) Shareholders   | 49(IVF)                     | YES                        | Do   |
| <b>V. CEO/CFO Certification</b>  | <b>49(V)</b>                | YES                        |  |
| <b>VI. Report on Corporate Governance</b>                                | <b>49(VI)</b>               | YES                        | Will be complied with the next Annual Report |
| <b>VII. Compliance</b>   | <b>49(VII)</b>              | YES                        | Do   |

For **REMI ELEKTROTECHNIK LIMITED**

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**V. C. Saraf**  
Managing Director