

Quarterly Compliance Report on Corporate Governance

Name of the Company:

REMI ELEKTROTECHNIK LIMITED

Quarter ended on:

31ST DECEMBER, 2011

| 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) | N.A. | |
| (C) Other provisions as to Board and Committees | 49(IC) | YES | |
| (D) Code of Conduct | 49(ID) | N.A. | |
| II. Audit Committee | 49(II) | | |
| (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 | |
| III. Subsidiary Companies | 49(III) | N.A. | |
| IV. Disclosures | 49(IV) | | |
| (A) Basis of related party transactions | 49(IVA) | YES | |
| (B) Disclosure of Accounting Treatment | 49(IVB) | N.A. | Will be complied with in the next Annual Report |
| (B) Board Disclosures | 49(IVB) | N.A. | Do |
| (C) Proceeds from public issues, rights issues, preferential issues etc. | 49(IVC) | N.A. | |
| (D) Remuneration of Directors | 49(IVD) | N.A. | Will be complied with in the next Annual Report |
| (E) Management | 49(IVE) | N.A. | Do |
| (F) Shareholders | 49(IVF) | N.A. | Do |
| V. CEO/CFO Certification | 49(V) | YES | |
| VI. Report on Corporate Governance | 49(VI) | N.A. | Will be complied with in the next Annual Report |
| VII. Compliance | 49(VII) | N.A. | Do |

For **REMI ELEKTROTECHNIK LIMITED**sd/-
V. C. Saraf
Managing Director