

**Quarterly Compliance Report on Corporate Governance**Name of the Company: **REMI PROCESS PLANT AND MACHINERY LIMITED**Quarter ended on: **31ST MARCH, 2015**

| Particulars  |   | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks   |
|--------------|---|-----------------------------|----------------------------|---|
| <b>II.</b>   | <b>Board of Directors</b>                           | <b>49(II)</b>               |                            |   |
| (A)          | Composition of Board                                | 49(IIA)                     | YES                        |   |
| (B)          | Independent Directors                               | 49(IIB)                     | YES                        |   |
| (C)          | Non-executive Directors' compensation & disclosures | 49(IIC)                     | YES                        |   |
| (D)          | Other provisions as to Board and Committees         | 49(IID)                     | YES                        |   |
| (E)          | Code of Conduct                                     | 49(II E)                    | N.A.                       | The Compliance with this provision, for the time being, is not mandatory for the Company vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014. |
| (F)          | Whistle Blower Policy                               | 49(IIF)                     | YES                        |   |
| <b>III.</b>  | <b>Audit Committee</b>                              | <b>49(III)</b>              |                            |   |
| (A)          | Qualified & Independent Audit Committee             | 49(IIIA)                    | YES                        |   |
| (B)          | Meeting of Audit Committee                          | 49(IIIB)                    | YES                        |   |
| (C)          | Powers of Audit Committee                           | 49(IIIC)                    | YES                        |   |
| (D)          | Role of Audit Committee                             | 49(IIID)                    | YES                        |   |
| (E)          | Review of Information by Audit Committee            | 49(IIIE)                    | YES                        |   |
| <b>IV.</b>   | <b>Nomination and Remuneration Committee</b>        | <b>49(IV)</b>               | YES                        |   |
| <b>V.</b>    | <b>Subsidiary Companies</b>                         | <b>49(V)</b>                | N.A.                       |   |
| <b>VI.</b>   | <b>Risk Management</b>                              | <b>49(VI)</b>               | YES                        |   |
| <b>VII.</b>  | <b>Related Party Transactions</b>                   | <b>49(VII)</b>              | N.A.                       | The Compliance with this provision, for the time being, is not mandatory for the Company vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014. |
| <b>VIII.</b> | <b>Disclosures</b>                                  | <b>49(VIII)</b>             |                            |   |
| (A)          | Related party transactions                          | 49(VIIIA)                   | N.A.                       | The Compliance with this provision, for the time being, is not mandatory for the Company vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014. |

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|-------------|---|-----------------------------|----------------------------|---|
| (B)         | Disclosure of Accounting Treatment                                  | 49(VIIIB)                   | N.A.                       |   |
| (C)         | Remuneration of Directors   | 49(VIIIC)                   | N.A.                       | The Compliance with this provision, for the time being, is not mandatory for the Company vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014. |
| (D)         | Management  | 49(VIIID)                   | N.A.                       | The Compliance with this provision, for the time being, is not mandatory for the Company vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014. |
| (E)         | Shareholders  | 49(VIIIE)                   | N.A.                       | The Compliance with this provision, for the time being, is not mandatory for the Company vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014. |
| (F)         | Proceeds from public issues, rights issue, preferential issues, etc | 49(VIIIF)                   | N.A.                       |   |
| <b>IX.</b>  | <b>CEO/CFO Certification</b>  | 49(IX)                      | N.A.                       | The Compliance with this provision, for the time being, is not mandatory for the Company vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014. |
| <b>X.</b>   | <b>Report on Corporate Governance</b>                               | 49(X)                       | N.A.                       | The Compliance with this provision, for the time being, is not mandatory for the Company vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014. |
| <b>XI.</b>  | <b>Compliance</b>   | 49(XI)                      | N.A.                       | The Compliance with this provision, for the time being, is not mandatory for the Company vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014. |

**Notes:**

1) Kindly note that the Clause 49 of the Listing Agreement was not applicable to the Company upto 30th September, 2014 and also the paid up equity share capital of the Company is not exceeding Rs.10 Crores and Net worth not exceeding Rs.25 Crores, as on the last day of the previous financial year i.e. 31.03.2014.

2) Hence, the Compliance with the provisions of Clause 49 of the Listing Agreement, for the time being, is not mandatory for the Company, vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014.