

**DCM SHRIRAM INDUSTRIES LIMITED**

Quarterly Compliance Report on Corporate Governance

Quarter ending on 30.09.2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	The Composition of the Board is in conformity with Clause 49 of the Listing Agreement and section 149 of the Companies Act,2013.
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	Non-executive directors are paid sitting fees, which is within the limit prescribed under the Cos. Act. The information is disclosed in the Corporate Governance Report.
(C) Other provisions as to Board and Committees	49(IC)	Yes	All the requirements are being complied with.
(D) Code of Conduct	49(ID)	Yes	The Board had laid down a 'Code of Conduct' for directors and senior officers. A compliance report is taken from the directors/senior officers annually after close of the financial year and placed before the Board. The Compliance report for the y.e. 31.3.2014 was placed in the Board Meeting held on 30.5.2014. The Code of Conduct was revised by the Board in its meeting held on 14.08.2014 to incorporate applicable provisions of the Companies Act,2013. A copy of the 'Code' is placed on the website of the Company.
<b>II. Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	The Audit Committee comprises of qualified and independent directors, the Chairman being a Chartered Accountant.
(B) Meeting of Audit Committee	49(IIB)	Yes	Minimum 4 meetings are held in a year and gap between two meetings has not been more than 4 months.
(C) Powers of Audit Committee	49(IIC)	Yes	The Audit Committee is empowered to carry out the functions expected of it under Clause 49 of the Listing Agreement/Cos Act.
(D) Role of Audit Committee	49(IID)	Yes	Role of Audit Committee is as per Clause 49 of the Listing Agreement



			and Section 177 of the Cos Act,2013
(E) Review of Information by Audit Committee	49(IIE)	Yes	Audit Committee reviews, inter alia, all financial statements to be placed before the Board.
<b>III. Subsidiary Companies</b>	49(III)	N.A.	The Company does not have any 'material non-listed' subsidiary.
<b>IV. Disclosures</b>	49(IV)		
(A) Basis of related party transactions	49(IVA)	Yes	Apart from reporting related party transactions, if any, to the Audit Committee in every meeting, a consolidated annual statement of such transactions is placed before the Committee in the meeting held for considering Annual Accounts.
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	The Company has followed the treatments prescribed under the relevant Accounting Standards in preparation of the Accounts.
(C) Board Disclosures - Risk Management	49(IVC)	Yes	Risk perceptions and measures taken to address the same are reported to the Board half yearly.
(D) Proceeds from public issues, right issues, preferential issues etc.	49(IVD)	N.A.	The Company has not made any issue of capital in the preceding year ended on 31.03.2014 or thereafter.
(E) Remuneration of Directors	49(IVE)	Yes	Necessary information has been disclosed in the Annual Report/ Corporate Governance Report as in the past for the y.e. 31.03.2014.
(F) Management	49(IVF)	Yes	Management Discussion and Analysis Report was included in the Annual report for y.e. 31.03.2014.
(G) Shareholders	49(IVG)	Yes	The required information regarding retiring directors and appointment of Independent directors were included in the Notice for the AGM held on 14.08.2014.
<b>V. CEO/CFO Certification</b>	49(V)	Yes	As in the past a certificate from CEO and CFO with regard to the Financial Statement for the y.e.31.03.2014 was placed before the Board meeting held on 30.05.2014 for approving accounts. Such certificate is also placed before the Board along with quarterly Financial Statement.
<b>VI. Report on Corporate Governance</b>	49(VI)	Yes	Is included in the Annual Report for the y.e. 31.03.2014 as part of Directors' Report.
<b>VII. Compliance</b>	49(VII)	Yes	Compliance Certificate from a Practicing Company Secretary was



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			annexed to the Corporate Governance Report as part of the Directors' Report for the year ended 31.03.2014.
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For DCM SHRIRAM INDUSTRIES LTD.



COMPLIANCE OFFICER

Date: 14.10.2014

