

DCM Shriram Industries Limited

Quarterly Compliance Report on Corporate Governance

Quarter ending on 31.12.2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	49(II)		
(A) Composition of Board	49(IIA)	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) Independent Directors	49(IIB)	Yes	All the requirements related to Independent Directors are being complied with.Meeting of Independent Directors will be held in due course.
(C)Non Executive Directors' Compensation & Disclosures	49(IIC)	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 annexed to the Annual Report.
(D)Other Provisions as to Board and Committees	49(IID)	Yes	All the requirements are being complied with.
(E) Code of Conduct	49(IIE)	Yes	The Board had laid down a 'Code of Conduct' for directors and senior management. A compliance report is taken from the directors/senior management 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 requirements of revised clause 49 of the Listing Agreement and Companies Act, 2013.A copy of the 'Code' is also placed on the website of the Company.



(F) Whistle Blower Policy	49(IIF)	Yes	The Board has adopted a Whistle Blower Policy in its Meeting held on 14.08.2014 which has been placed on the Company's website and circulated to the employees. Other requirements will be complied with in the Annual Report for the y.e. 31.03.2015.
<b>III. Audit Committee</b>	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	The Audit Committee comprises of qualified and independent directors, the Chairman being a Chartered Accountant. All the requirements are being complied with.
B) Meeting of Audit Committee	49(IIIB)	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(IIIC)	Yes	The Audit Committee is empowered to carry out the functions expected of it under Clause 49 of the Listing Agreement/Cos Act 2013.
(D) Role of Audit Committee	49(IIID)	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(IIIE)	Yes	Audit Committee reviews, inter alia, all financial statements to be placed before the Board.
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	The Company has formed a Nomination and Remuneration Committee and adopted a remuneration policy in its Board Meeting held on 14.08.2014. The same has been placed on the website of the Company.
<b>V. Subsidiary Companies</b>	49(V)	N.A.	The Company does not have any 'material non-listed' subsidiary.
<b>VI. Risk Management</b>	49(VI)	Yes	Risk perceptions and measures taken to address the same are reported to the Board half yearly.
<b>VII. Related Party Transactions</b>	49(VII)	Yes	The Company has adopted an R.P.T. Policy in its Board Meeting held on 03.11.2014. All the requirements with regard to Related Party Transactions under the Companies Act, 2013/ Listing Agreement are being complied with. The policy has been placed on the website of the Company.



<b>VIII. Disclosures</b>	49(VIII)		
(A) Related Party Transactions	49(VIIIA)	N.A.	The Company has not entered into any material related party transaction during the quarter under Report.
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	The Company has followed the treatments prescribed under the relevant Accounting Standards in preparation of the Financial Statements.
(C) Remuneration of Directors	49(VIIIC)	Yes	All the requirements with regard to directors' remuneration have been complied with. Disclosures will be made in the next Annual Report.
(D) Management	49(VIIID)	Yes	Necessary provisions regarding Management Discussion and Analysis Report will be complied and included in the next Annual report.
(E) Shareholders	49(VIIIE)	Yes	All the requirements under clause 49(VIIIE) of the Listing Agreement are being complied with.
(F) Proceeds from public issues, right issues, preferential issues etc.	49(VIIIF)	N.A.	The Company has not made any issue of capital in the preceeding year ended on 31.03.2014 or thereafter.
<b>IX. CEO/CFO Certification</b>	49(IX)	Yes	A certificate from CEO and CFO is taken quarterly and annually and is placed before the Board along with Financial Statements.
<b>X. Report on Corporate Governance</b>	49(X)	Yes	Is included in the Annual Report for the y.e. 31.03.2014 as part of Directors' Report.
<b>XI. Compliance</b>	49(XI)	Yes	Compliance Certificate from a Practicing Company Secretary was annexed to the Corporate Governance Report as part of the Directors Report for the year ended 31.03.2014.

For DCM SHRIRAM INDUSTRIES LTD.

Date: 07.01.2015

COMPLIANCE OFFICER

