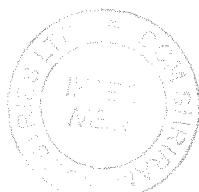


DCM Shriram Industries Limited

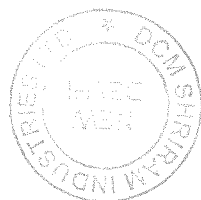
Quarterly Compliance Report on Corporate Governance

Quarter ending on 30.06.2015

| 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 have been complied with.  |
| (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 revised 'Code of Conduct' for directors and senior management on 14.8.2014. 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. 31.3.2015 was placed in the Board Meeting held on 29.5.2015. A confirmation to the effect for the y.e 31.3.2015 has been included in the Annual Report for the year. |



|  |          |      |  |
|--|----------|------|--|
| (F) Whistle Blower Policy                        | 49(IIF)  | Yes  | The Board 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. This information has been disclosed in the directors report for the year ended 31.3.2015.. |
| <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  | 4 meetings of the Audit Committee were held during the year 2014-15. 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 and internal financial Controls system regularly.  |
| <b>IV. Nomination and Remuneration Committee</b> | 49(IV)   | Yes  | The Board has formed a Nomination and Remuneration Committee and adopted a Remuneration Policy in its Board Meeting held on 14.08.2014. The Policy 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 have been made in the Directors Report for the y.e 31.3.2015,soon to be issued   |
| (D) Management  | 49(VIIID)  | Yes  | Management Discussion and Analysis Report forms part of Annual Report for the year ended 31.3.2015,to be issued soon.  |
| (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 year ended on 31.03.2015 .  |
| <b>IX. CEO/CFO Certification</b>  | 49(IX)     | Yes  | Joint Certificates from CEO and CFO are taken quarterly and annually and are placed before the Board along with Financial Statements.  |
| <b>X. Report on Corporate Governance</b>                                | 49(X)      | Yes  | Included in the Annual Report for the y.e. 31.03.2015 as part of Directors' Report as in the past  |
| <b>XI. Compliance</b>   | 49(XI)     | Yes  | Compliance Certificate from a Practicing Company Secretary has been annexed to the Corporate Governance Report as part of the Directors Report for the y.e 31.3.2015   |

For DCM SHRIRAM INDUSTRIES LTD.

Date: 08.07.2015

  
COMPLIANCE OFFICER

