

**Quarterly Compliance Report on Corporate Governance**Name of the Company: **REMI PROCESS PLANT AND MACHINERY LIMITED**Quarter ended on: **31ST DECEMBER, 2014**

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(IIE)	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.

Particulars		Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
(B)	Disclosure of Accounting Treatment	49(VIIB)	YES	
(C)	Remuneration of Directors	49(VIIC)	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(VIID)	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(VIIE)	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(VIIF)	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.