

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: **N R Agarwal Industries Limited**

Quarter Ending on: **March 31, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/ No / NA	Remarks
<b>II. Board of Directors</b>	<b>49(II)</b>		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49(II B)	Yes	
(C) Non-executive Directors compensation and disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49(IIF)	Yes	
<b>III. 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. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49(V)</b>	N.A.	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII. Related Party Transaction</b>	<b>49 (VII)</b>	Yes	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting treatment	49 (VIIIB)	Yes	Will be complied in the next annual report
(C) Remuneration of Directors	49 (VIIC)	Yes	Will be complied in the next annual report
(D) Management	49 (VIID)	-	Will be complied in the next annual report
(E) Shareholders	49 (VIIE)	Yes	Will be complied in the next annual report
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIIF)	N.A.	
<b>IX. CEO/CFO Certification</b>	<b>49 IX</b>	-	Will be complied in the next annual report
<b>X. Report on Corporate Governance</b>	<b>49 X</b>	-	Will be complied in the next annual report
<b>XI. Compliance</b>	<b>49 XI</b>	-	Will be complied in the next annual report

For N R AGARWAL INDUSTRIES LIMITED,

*P Daftary*

**Pooja Daftary**

**Company Secretary**

**Membership No: A38024**

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