

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
QUARTER ENDED ON 31st DECEMBER, 2014**

Particulars	Clause of Listing Agreement	Compliance Status (YES/NO)	Remarks
(1)	(2)	(3)	(4)
I. Board of Directors	49(1)		
(A) Composition of Board	49(1A)	Yes	
(B) Non-executive Directors' compensation & disclosure	49(1B)	Yes	*
(C) Other provision as to Board and Committees	49(1C)	Yes	
(D) Code of Conduct	49(1D)	Yes	
II. Audit Committee	49II		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of information by Audit Committee	49(IIE)	Yes	
III. Subsidiary Companies	49III	N.A.	
IV Disclosures	49IV		
(A) Basis of related party transaction	49(IV A)	Yes	
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	
(C) Board of Directors	49(IV C)	Yes	
(D) Proceeds from public issue, rights issues, preferential issues etc.	49(IV D)	N.A	
(E) Remuneration of Directors	49(IV E)	Yes	
(F) Management	49(IV F)	Yes	
(G) Shareholders	49(IV G)	Yes	
V. CEO/CFO Certification	49 V	Yes	
VI. Report on Corporate Governance	49VI	Yes	
VII. Compliance	49 VII	Yes	

*Sitting fees for attending the Board/Committee Meeting are being paid to the Non-executive Directors.

For SHALIMAR WIRES INDUSTRIES LTD.

**S.K. KEJRIWAL
Company Secretary**