

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
QUARTER ENDED ON 31<sup>st</sup> MARCH, 2015**

Particulars	Clause of Listing Agreement	Compliance Status (YES/NO)	Remarks
(1)	(2)	(3)	(4)
<b>I. Board of Directors</b>	<b>49(I)</b>		
(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	
<b>II. Audit Committee</b>	<b>49II</b>		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(II B)	Yes	
(C) Powers of Audit Committee	49(II C)	Yes	
(D) Role of Audit Committee	49(II D)	Yes	
(E) Review of information by Audit Committee	49(II E)	Yes	
<b>III. Subsidiary Companies</b>	<b>49III</b>	N.A.	
<b>IV Disclosures</b>	<b>49IV</b>		
(A) Basis of related party transaction	49(IV A)	Yes	
(B) Disclosure of Accounting Treatment	49(IV B)	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	
<b>V. CEO/CFO Certification</b>	<b>49 V</b>	Yes	
<b>VI. Report on Corporate Governance</b>	<b>49VI</b>	Yes	
<b>VII. Compliance</b>	<b>49 VII</b>	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