

INDRA INDUSTRIES LIMITED

Corporate governance report for the quarter ended 30th SEP ,2012

| <u>Particulars</u> | <u>Clause of Listing agreement</u> | <u>Compliance Status Yes/No</u> | <u>Remarks</u> |
|---|------------------------------------|---------------------------------|---|
| I Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | YES | |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB) | YES | No sitting fee or remuneration or perquisite paid to any NED |
| (C) Other provisions as to Board and Committees | 49 (IC) | YES | |
| D) Code of Conduct | (4 9 (ID) | YES | However these information is required to down load on website. |
| II. Audit Committee | 49 (II) | | |
| (A)Qualified & Independent Audit Committee | 49 (IIA) | YES | |
| (B)Meeting of Audit Committee | 49 (IIB) | YES | |
| (C)Powers of Audit Committee 49 (IIC) | 49 (IIC) | YES | |
| (D)Role of Audit Committee | 49 II(D) | YES | |
| (E)Review of Information by Audit Committee | 49 (IIE) | YES | |
| III. Subsidiary Companies | 49 (III) | N.A. | There is no subsidiary Company. |
| V. Disclosures | 49 (IV) | | |
| (A)Basis of related party transactions | 49 (IV A) | YES | |
| (B)Board Disclosures | 49 (IV B) | YES | |
| (C)Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | N.A. | Not issued any public issues, rights issues, preferential issues etc. in this quarter |
| (D)Remuneration of Directors | 49 (IV E) | YES | |
| (E)Management | 49 (IV F) | YES | |
| (F)Shareholders | 49 (IV G) | YES | Information is required to download on website |
| V.CEO/CFO Certification | 49 (V) | YES | Will be complied in the next annual report |
| VI. Report on Corporate Governance | 49 (VI) | YES | |
| VII. Compliance | 49 (VII) | YES | |

Dated : Oct 11 , 2012

Place : Indore



For INDRA INDUSTRIES LIMITED

(Signature)
(VIRENDRA JAIN)
Managing Director