

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **M/s. POLAR MARMO AGGLOMERATES LIMITED**

Quarter ending on: **30th June, 2015**

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No/N.A | Remarks |
|--|-----------------------------|---------------------------------|--|
| II. Board of Directors | 49 (II) | | |
| A. Composition of Board | 49(IIA) | Yes | |
| B. Independent Directors | 49(IIB) | Yes | |
| C. Non-executive Directors' Compensation and disclosures | 49(IIC) | Yes | Presently, the Company is not paying any sitting fees/Compensation to Non-Executive Directors. |
| D. Other provisions as to Board and Committees | 49(IID) | Yes | |
| E. Code of Conduct | 49(IIE) | Yes | The Company has prepared the Code of Conduct for all the Board members and senior management. |
| F. Whistle Blower Policy | 49(IIF) | Yes | Complied |
| III. Audit Committee | 49 (III) | | |
| 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 | |
| IV. Nomination and Remuneration Committee | 49(IV) | Yes | |



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|---|------------|-----|--|
| V. Subsidiary Companies | 49(V) | N.A | |
| VI. Risk Management | 49(VI) | Yes | |
| VII. Related Party Transactions | 49(VII) | Yes | Complied |
| VIII. Disclosures | 49(VIII) | | |
| A. Related Party Transactions | 49(VIII A) | Yes | Complied |
| B. Disclosure of Accounting Treatment | 49(VIII B) | Yes | While preparing the financial statements, the company is diligently following the Accounting Standards and has not adopted a treatment different from that prescribed in Accounting Standards. |
| C. Remuneration of Directors | 49(VIII C) | Yes | Presently, the Company is not paying any remuneration to any of its Non- Executive Directors. |
| D. Management | 49(VIII D) | Yes | The Company has been including Management Discussion and Analysis Report as part of its Annual Report. |
| E. Shareholders | 49(VIII E) | Yes | |
| F. Proceeds from public issues, rights issues, preferential issues etc. | 49(VIII F) | N.A | |
| IX. CEO/CFO Certification | 49(IX) | Yes | |
| X. Report on Corporate Governance | 49(X) | Yes | A separate section on Corporate Governance is being included in the Annual Report of the Company every year. |
| XI. Compliance | 49(XI) | Yes | |

For Polar Marmo Agglomerates Limited

Ashwani Plaha
Director

