

Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: Emmbi Industries Limited
(Formerly known as Emmbi Polyarns Limited)

Quarter ending on: 31st March, 2015

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | 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 & disclosures | 49 (IIC) | Yes | |
| (D) Other provisions as to Board and Committees | 49 (IID) | Yes | |
| (E) Code of Conduct | 49 (11E) | Yes | The Company has adopted the Code of Conduct for all the Board members and senior management of the Company. |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | |
| 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 (111E) | Yes | |
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | |
| V. Subsidiary Companies | 49 (V) | NA | |
| VI. Risk Management | 49 (VI) | NA | |
| VII. Related Party Transactions | 49 (VII) | Yes | |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIII A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | |
| (D) Management | 49 (VIII D) | Yes | |
| (E) Shareholders | 49 (VIII E) | Yes | Will be Complied in the Annual Report for 2014-15. |
| (F) Proceeds from public issues, rights issue, preferential issues etc. | 49 (VIII I) | Yes | |



| | | | |
|--|----------------|------------|---|
| IX. CEO/CFO Certification | 49 (IX) | Yes | The CEO/CFO certificate will be obtained for the year ended 31 st March, 2015. |
| X. Report on Corporate Governance | 49 (X) | Yes | The Annual Report for the year 2014-2015 will carry the report on Corporate Governance. |
| XI. Compliance | 49 (XI) | Yes | The Company will obtain the certificate from Practising Company Secretary in the Annual Report for the year ended 31 st March, 2015. |

For **EMMBI INDUSTRIES LIMITED**

Handwritten signature
COMPANY SECRETARY



Note:

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

DETAILS OF RELATED PARTY TRANSACTION FOR THE PERIOD 1ST JANUARY, 2015
TO 31ST MARCH, 2015

| SR. NO. | REALTED PARTY | TRANSACTION PARTICULARS | AMOUNT (Rs.) |
|---------|--|-------------------------|--------------|
| 1. | Makrand Moreshwar Appalwar (Chairman & Managing Director) | Remuneration | 14,25,000.00 |
| 2 | Rinku Makrand Appalwar (Director-Finance & CFO) | Remuneration | 13,50,000.00 |
| 3. | Mitravinda Moreshwar Appalwar (Director) | Sitting fees | 15,000.00 |
| 4. | Sanjay Ramprasad Rathi (Director) | Sitting fees | 20,000.00 |
| 5. | Prashant Kailashchandra Lohiya (Director) | Sitting fees | 20,000.00 |
| 6. | Venkatesh Ganpatrao Joshi (Director) | Sitting fees | 20,000.00 |

For EMMBI INDUSTRIES LIMITED


COMPANY SECRETARY

