

**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: 30<sup>th</sup> September, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(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	The company has a Whistle Blower Policy and the same appears on the website of the company.
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(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	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	NA	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	NA	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	The Company has adopted a Related Party Transactions Policy.
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIIC)	Yes	



(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	Has been Complied in the Annual Report for 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues etc.	49 (VIII I)	Yes	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	The CEO/CFO certificate has been obtained for the year ended 31 <sup>st</sup> March, 2015.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	The Annual Report for the year 2014-2015 carried the report on Corporate Governance.
<b>XI. Compliance</b>	49 (XI)	Yes	The Company has obtained the certificate from Practising Company Secretary in the Annual Report for the year ended 31 <sup>st</sup> March, 2015.

For **EMMBI INDUSTRIES LIMITED**



**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 1<sup>ST</sup> JULY, 2015 TO 30<sup>TH</sup> SEPTEMBER, 2015

SR. NO.	REALTED PARTY	TRANSACTION PARTICULARS	AMOUNT (Rs.)
1.	Makrand Moreshwar Appalwar (Chairman & Managing Director)	Remuneration	19,50,000.00
2	Rinku Makrand Appalwar (Director-Finance & CFO)	Remuneration	18,00,000.00
3.	Mitravinda Moreshwar Appalwar (Director)	Sitting fees	7,500.00
4.	Sanjay Ramprasad Rathi (Director)	Sitting fees	12,500.00
5.	Prashant Kailashchandra Lohiya (Director)	Sitting fees	12,500.00
6.	Venkatesh Ganpatrao Joshi (Director)	Sitting fees	12,500.00

For **EMMBI INDUSTRIES LIMITED**

*Sanjay Ramprasad Rathi*

**COMPANY SECRETARY**

