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TILAKNAGAR INDUSTRIES LTD.**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)**

Name of the Company : TILAKNAGAR INDUSTRIES LTD.

Quarter Ending on : March 31, 2014

Particulars	Clauses of the Listing Agreement	Compliance Status (Yes/No)	Remarks
I. Board of Directors	49 (I)	Yes	-
(A)Composition of Board	49 (IA)	Yes	-
(B)Non-executive Directors' compensation & disclosures	49 (IB)	Yes	-
(C)Other provision as to Board and Committees	49 (IC)	Yes	-
(D)Code of Conduct	49 (ID)	Yes	-
II. Audit Committee	49 (II)	Yes	-
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B)Meeting of Audit Committee	49 (IIB)	Yes	-
(C)Powers of Audit Committee	49 (IIC)	Yes	-
(D)Role of Audit Committee	49 (IID)	Yes	-
(E)Review of information by Audit Committee	49 (IIE)	Yes	-
III. Subsidiary Companies	49 (III)	Yes	-
IV. Disclosures	49 (IV)	Yes	-
(A) Basis of related party transactions	49 (IVA)	Yes	-
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	-
(C) Board Disclosures	49(IVC)	Yes	-
(D) Proceeds from the public issues, rights issues, Preferential issues etc.	49 (IVD)	Yes	-
(E) Remuneration of Directors	49(IVE)	Yes	-
(F) Management	49(IVF)	Yes	-
(G) Shareholders	49(IVG)	Yes	-
V. CEO/CFO Certification	49 V	Yes	-
VI. Report on Corporate Governancé	49 VI	Yes	-
VII. Compliance	49 VII	Yes	-



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