

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: Hind Rectifiers Limited.

Quarter ending on: 31<sup>st</sup> December, 2014

Particulars	Clause of Compliance Remarks Listing Agreement	Status Yes/No/N.A.	Remarks
<b>I Board of Directors</b>	49 (II)		
(A) Composition of Board	49(II A)	YES	
(B) Independent Directors	49(II B)	YES	
(C) Non-executive Directors' compensation & disclosures	49(II C)	YES	
(D) Other provisions as to Board and Committees	49 (II D)	YES	
(E) Code of Conduct	49 (II E)	YES	
(F) Whistle Blower Policy	49 (II F)	YES	
<b>II. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	YES	
(B) Meeting of Audit Committee	49 (III B)	YES	
(C) Powers of Audit Committee	49 (III C)	YES	
(D) Role of Audit Committee	49 (III D)	YES	
(E) Review of Information by Audit Committee	49 (III E)	YES	
<b>III. (V) Nomination and Remuneration Committee</b>	49 (IV)	YES	
<b>IV. (V) Subsidiary Companies</b>	49 (V)	N.A.	THE COMPANY DOES NOT HAVE SUBSIDIARY
<b>V. (I) Risk Management</b>	49 (VI)	YES	
<b>VI. (I) Related Party Transactions</b>	49 (VII)	YES	
<b>VII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	YES	TO BE COMPLIED IN ANNUAL REPORT
(B) Disclosure of Accounting	49 (VIII B)	YES	TO BE COMPLIED IN ANNUAL REPORT
(C) Remuneration of Directors	49 (VIII C)	YES	TO BE COMPLIED IN ANNUAL REPORT
(D) Management	49 (VIII D)	YES	TO BE COMPLIED IN ANNUAL REPORT
(E) Shareholders	49 (VIII E)	YES	TO BE COMPLIED IN ANNUAL REPORT
(I) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII I)	N.A.	
(E) Remuneration of Directors	49 (IV E)	YES	TO BE COMPLIED IN ANNUAL REPORT
(F) Management	49 (IV F)	YES	TO BE COMPLIED IN ANNUAL REPORT
(G) Shareholders	49 (IV G)	YES	TO BE COMPLIED IN ANNUAL REPORT
<b>VIII. CEO/CFO Certification</b>	49 (IX)	YES	TO BE COMPLIED IN ANNUAL REPORT
<b>IX. (X) Report on Corporate Governance</b>	49 (X)	YES	TO BE COMPLIED IN ANNUAL REPORT
<b>X. (I) Compliance</b>	49 (XI)	YES	TO BE COMPLIED IN ANNUAL REPORT

For Hind Rectifiers Limited



**A.K. Nemani**  
Chief Financial Officer