

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement for the quarter ended 31.03.2015:**

**Name of Company: Pentokey Organy (India) Ltd. Security code 524210  
Quarter ending on: 31.03.2015**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>I Board of Directors</b>	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 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	
<b>II. Audit Committee</b>	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	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	YES	
<b>V. Subsidiary Companies</b>	49 (V)	N.A.	
<b>VI. Risk Management</b>	49 (VI)	YES	
<b>VII. Related Party Transactions</b>	49 (VII)	YES	

<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	N.A.	The transactions are within sanctioned limits approved by Audit Committee, Board of Directors and shareholders of the Company for the current financial year
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	
(C) Remuneration of Directors	49 (VIII C)	YES	To be complied with in next AGM
(D) Management	49 (VIII D)	YES	
(E) Shareholders	49 (VIII E)	YES	
(F) Disclosure of resignation of directors	49 (VIII F)	YES	
(G) Disclosure of formal letter of appointment	49 (VIII G)	YES	
(H) Disclosures in the Annual Report	49 (VIII H)	N.A. for this quarter	
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A. for this quarter	
<b>IX. CEO/CFO Certification</b>	49 (IX)	N.A.	To be complied with in next AGM
<b>X. Report on Corporate Governance</b>	49 (X)	N.A.	To be complied with in next AGM
<b>XI. Compliance</b>	49 (XI)	N.A.	To be complied with in next AGM

**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.

For Pentokey Organy (India) Limited,



Company Secretary

Date: 15.04.2015

Place: Mumbai