**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the Company : **Indag Rubber Limited**

Quarter ending on : **31st December 2011**

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| --- | --- | --- | --- |
| **Particulars** | **Clause of**  **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 Provisions as to Board and Committees | 49 (IC) | YES |  |
| D) Code of Conduct | 49 (ID) | YES |  |
| **II. Audit Committee** | 49 (II) |  |  |
| (A)Qualified & Independent Audit Committee | 49 (IIA) | YES |  |
| (B)Meeting of Audit Committee |  | YES |  |
| (C)Powers of Audit Committee 49 (IIC) | 49 (IIB) | YES |  |
| (D)Role of Audit Committee | 49 II(D) | YES |  |
| (E)Review of Information by Audit Committee | 49 (IIE) | YES |  |
| **III. Subsidiary Companies** | 49 (III) | **N.A.** | Indag Rubber Ltd. has no subsidiary company. |
| **IV. Disclosures** | 49 (IV) | YES |  |
| (A) Basis of Related Party Transactions | 49 (IV A) | YES |  |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | YES |  |
| (C) Board Disclosures | 49 (IV C) | YES |  |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | **N.A.** |  |
| (E) Remuneration of Directors | 49 (IV E) | YES |  |
| (F) Management | 49 (IV F) | YES |  |
| (G) Shareholders | 49 (IV G) | YES |  |
| **V.CEO/CFO Certification** | **49 (V)** | YES |  |
| **VI. Report on Corporate Governance** | **49 (VI)** | YES | Part of Annual Report 2011 |
| **VII. Compliance** | **49 (VII)** | YES |  |