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

**Quarter ending on: 31st December, 2012**

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| **Particulars** | **Clause of the**  **Listing Agreement** | **Compliance**  **Status**  **Yes / No** | **Remarks** |
| **I. Board of Directors** | 49 I | Yes |  |
| (A)Composition of Board | 49(I A) | Yes |  |
| (B)Non-executive Directors’ compensation & disclosures | 49 (I B) | Yes |  |
| (C)Other provisions as to Board and Committees | 49 (I C) | No | Company has partially complied with the SEBI Circular dated 30th September, 2011 for achieving 100% of promoter & promoter’s group shareholding in dematerialized form by 31st December, 2011.  However, steps are being taken to fully comply with the same.  As on 31st December, 2012, 97.31% shares of promoters & promoters’ group have been converted in dematerialized form. |
| (D)Code of Conduct | 49 (I D) | Yes |  |
| **II. Audit Committee** | 49 (II) | Yes |  |
| (A)Qualified & Independent Audit Committee | 49 (II A) | Yes |  |
| (B)Meeting of Audit Committee | 49 (II B) | Yes |  |
| (C)Powers of Audit Committee | 49 (II C) | Yes | Committee has exercised all powers as specified by the Board. |
| (D)Role of Audit Committee | 49 (II D) | Yes | Role of Audit Committee has been specified by the Board. |
| (E)Review of Information by Audit Committee | 49 (II E) | Yes |  |
| **III. Subsidiary Companies** | 49 (III) | **N.A.** | Indag Rubber Limited 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 |  |
| **VII.** **Compliance** | 49 (VII) | Yes |  |