

**Annexure XI to the Listing Agreement**

**Format of Quarterly Compliance Report on Corporate Governance**

**Name of the Company: Deepak Industries Limited, CIN L63022WB1954PLC021638**  
**Quarter ended on: 30<sup>th</sup> June, 2015.**

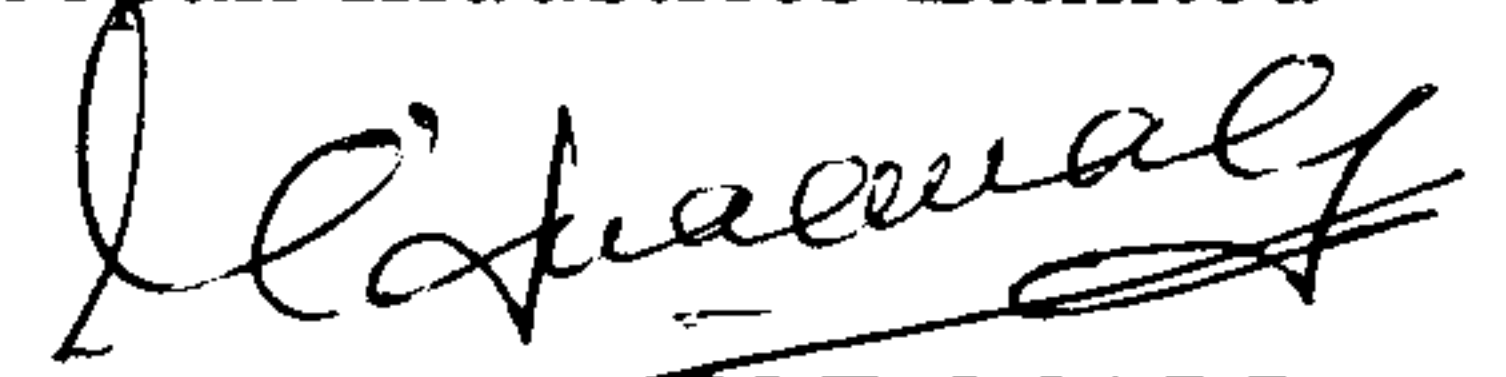
<b>Particulars</b>	<b>Clause of</b>	<b>Compliance</b>	<b>Remarks</b>
<b>II Board of Directors</b>	49( II)		
(A) Composition of Board	49(IIA)	Yes	Lady Director appointed with effect from 01/04/2015
(B) Independent Directors	49 (IIB)	Yes	
(C) Non Executive Directors compensation and Disclosure	49(IIC)	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>III. 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	49 (IIIC)	Yes	
(D) Role of Audit Committee	49(IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>IV Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V Subsidiary Companies</b>	49 (V)	Not Applicable	
<b>VI Risk Management</b>	49 (VI)	Yes except clause (C) thereof	
<b>VII Related party Transactions</b>	49 (VII)	Yes	
<b>VII Disclosures</b>	49 (VIII)		
(A) Related party Transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIIC)	Yes	
(D) Management	49 (VIID)	Yes	
(E) Shareholders	49 (VIIIE)	Yes	
(F) Proceeds from Public Issues, Rights Issue, preferential Issue	49 (VIII F)	Not applicable	
<b>IX CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI Compliances</b>	49 (XII)	Yes	

**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 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 (V II).
- 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 Deepak Industries Limited



V D MALL

Company Secretary