

ADITYA GEARS LIMITED

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: ADITYA GEARS LIMITED

Quarter Ending on: **30th JUNE, 2011**

BSE Code: 531677

| Particulars | Clause of Listing Agreement | Compliance Status | Remarks |
|---|-----------------------------|-------------------|--|
| BOARD OF DIRECTORS | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | Total No. Directors- 3 Non-Executive – 1 Executive - 2 |
| (B) Non-executive Directors' compensation & disclosures | 49(IB) | Yes | Only sitting Fees |
| (C) Other provisions as to Board and Committees | 49(IC) | Yes | The Board meets at least once in every quarter. None of the Directors are member of 10 committees or act as chairman of more than 5 committees |
| (D) Code of Conduct | 49(ID) | Yes | The code of conduct has been complied in true spirit. |
| II. AUDIT COMMITTEE | 49II | | |
| (A) Qualified & Independent Audit Committee | 49(IIA) | Yes | |
| (B) Meeting of the Audit Committee | 49(IIB) | Yes | Last Audit Meeting held on 30 th April, 2011 |
| © Power of Audit Committee | 49(IIC) | Yes | The Powers are as per the listing Agreement and terms of reference. |
| (D) Role of Audit Committee | 49(IID) | Yes | The role of the committee is as per the listing Agreement and terms of reference |
| (E) Review of the Information by Audit Committee | 49 (IIE) | Yes | The role of the committee is as per the listing Agreement and terms of reference. |
| III SUBSIDIARY COMPANIES | 49 (III) | | NOT APPLICABLE |
| IV. DISCLOSURES | 49(IV) | | |
| (A) Basis of related party transactions | 49(IVA) | YES | All the related party transaction has been properly scrutinized irrespective of value and all deviation of materially significance and established industrial norm |

ADITYA GEARS LIMITED

| | | | |
|--|-----------|-----|---|
| | | | analyzed in the meeting. |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | YES | |
| (c)Board Disclosures | 49 (IV C) | YES | Periodically reviewed. At every meeting the ongoing status has been properly informed to the committee and the Board Meeting. |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49(IVD) | Yes | Not applicable |
| (E) Remuneration to Directors | 49(IV E) | Yes | Details has been disclosed in the Annual report. |
| (F) Management | 49(IVF) | Yes | Details has been disclosed in the Annual report. |
| (G) Shareholders | 49(IVG) | | |
| V. CEO/CFO Certification | 49(V) | Yes | Applicable from this Quarter. Regularly the CEO /CFO give the certificate of compliance. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | The Last Disclosures was made in the Annual Report for the AGM held on 27 th August, 2010 |
| VII Compliance | 49 (VII) | Yes | The Last Disclosures was made in the Annual Report for the AGM held on 27 th August, 2010 |

Please take note of the above and acknowledge receipt of the same.

Thanking you,
ADITYA GEARS LIMITED

Sd/-
COMPLIANCE OFFICER