

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: N R Agarwal Industries Limited

Quarter Ending on: June 30, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/ No	Remarks
<b>I. Board of Directors</b>	<b>49I</b>		
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors compensation and disclosures	49 (IB)	YES	
(C) Other provisions as to Board and Committees	49 (IC)	YES	
(D) Code of Conduct	49 (ID) (ii)	YES	
<b>II. Audit Committee</b>	<b>49 II</b>		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 (IID)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
<b>III Subsidiary Companies</b>	<b>49III</b>	<b>N.A.</b>	
<b>IV. Disclosures</b>	<b>49 IV</b>		
(A) Basis of related party transactions	49 (IVA)	YES	Complied
(B) Disclosure of Accounting treatment	49 (IVB)	YES	Will be complied in annual report
(C) Board disclosures	49 (IVC)	YES	Will be complied in annual report
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	N.A.	
(E) Remuneration to Directors	49 (IV E)	YES	Will be complied in annual report
(F) Management	49 (IV F)	YES	Will be complied in annual report



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(G) Shareholders	49 (IVG)	YES	
V. CEO/CFO Certification	49 V	YES	
VI. Report on Corporate Governance	49 VI	YES	Will be complied in annual report
VII. Compliance	49 VII	YES	

**For N R AGARWAL INDUSTRIES LIMITED**



**Hemali Shah**  
**Company Secretary & Compliance Officer**



Place: Mumbai  
 Date: July 7, 2014