

**Quarterly Compliance Report on Corporate Governance**

**Inox Leisure Limited**

**Clause 49: Quarter ending on: 30- June - 2015**

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| **Particulars** | **Clause of Listing Agreement** | **Compliance Status**  **Yes / No / N.A.** | **Remarks** |
| **II. Board of Directors** | 49 (II) | - | - |
| 1. Composition of Board | 49 (IIA) | Yes | - |
| 1. Independent Directors | 49 (IIB) | Yes | - |
| 1. Non-executive Directors’ compensation & disclosures | 49 (IIC) | Yes | - |
| 1. Other provisions as to Board and Committees | 49 (IID) | Yes | - |
| (E) Code of Conduct | 49 (IIE) | Yes | - |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | - |
| **III. Audit Committee** | 49 (III) | - | - |
| 1. Qualified & Independent Audit Committee | 49 (IIIA) | Yes | - |
| 1. Meeting of Audit Committee | 49 (IIIB) | Yes | - |
| 1. Powers of Audit Committee | 49 (IIIC) | Yes | - |
| 1. Role of Audit Committee | 49 (IIID) | Yes | - |
| 1. Review of Information by Audit Committee | 49 (IIIE) | Yes | - |
| **IV. Nomination and Remuneration Committee** | 49 (IV) | Yes | - |
| **V. Subsidiary Companies** | 49 (V) | Yes | - |
| **VI. Risk Management** | 49 (VI) | Yes | - |
| **VII. Related Party Transactions** | 49 (VII) | Yes | - |
| **VIII. Disclosures** | 49 (VIII) | - | - |
| 1. Related Party Transactions | 49 (VIIIA) | Yes | - |
| 1. Disclosure of Accounting Treatment | 49 (VIIIB) | Yes | Will be complied in the Annual Report for 2014-15. |
| (C) Remuneration of Directors | 49 (VIIIC) | Yes | Will be complied in the Annual Report for 2014-15. |
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| (D) Management | 49 (VIIID) | Yes | Will be complied in the Annual Report for 2014-15. |
| (E) Shareholders | 49 (VIIIE) | Yes | Will be complied in the Annual Report for 2014-15. |
| 1. Proceeds from public issues, rights issue, preferential issues, etc. | 49 (VIII I) | N.A. | Money raised through the issue has been fully spent. |
| **IX. CEO/CFO Certification** | 49 (IX) | Yes | Will be complied in the Annual Report for 2014-15. |
| **X. Report on Corporate Governance** | 49 (X) | Yes | Will be complied in the Annual Report for 2014-15. |
| **XI. Compliance** | 49 (XI) | Yes | Will be complied in the Annual Report for 2014-15. |