

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

NAME OF THE COMPANY : BMW INDUSTRIES LTD

QUARTER ENDING ON : 31.12.2014

Particulars	Clause of Listing agreement	Com-pliance Status - Yes/No	Remarks
<b>I. Board of Directors - 49(I)</b>			--
⇒ (A) Composition of Board	49(I) (A)	YES	--
⇒ (B) Non executive directors' compensation and disclosures	49(I) (B)	YES	Non-executive directors are paid sitting fees within the limit prescribed
⇒ (C) Other provisions as to Board and committees	49(I) (C)	YES	--
⇒ (D) Code of Conduct	49(I) (D)	YES	--
<b>II. Audit Committee: 49(II)</b>			--
⇒ (A) Qualified and Independent Audit Committee	49(II) (A)	YES	Chairman of the Audit Committee is an Independent Director
⇒ (B) Meeting of Audit Committee	49(II) (B)	YES	--
⇒ (C) Powers of Audit Committee	49(II) (C)	YES	--
⇒ (D) Role of Audit Committee	49(II) (D)	YES	--
⇒ (E) Review of Information by the Audit committee	49(II) (E)	YES	--
<b>III. Subsidiary Companies - 49(III)</b>	49(III)	N.A	SBSCL is a wholly owned non-listed subsidiary company.
<b>IV. Disclosures: 49(IV)</b>			
⇒ (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)	YES	--
⇒ (E) Remuneration of Directors	49(IV E)	YES	--
⇒ (F) Management	49(IV F)	YES	--
⇒ (G) Shareholders	49(IV G)	YES	--
<b>V. CEO/CFO Certification- 49 (V)</b>	49(V)	YES	--
<b>VI. Report on Corporate Governance -49 (VI)</b>	49(VI)	YES	--
<b>VII. Compliance - 49 (VII)</b>	49(VII)	N.A	--

SD/-  
(Namrata Modi)  
Company Secretary