# TPI India Limited

Regd. Office : Plot No. J-61, Additional MIDC, Murbad, District Thane
Correspondance Office : 102, Atlanta, 10th Floor, Nariman Point, Mumbai 400 021

Tele : 022-22873078, Fax 022-22874479

To,
The Bombay Stock Exchange Limited
P.J. Tower,
Dalal Street,
Mumbai 400 001

Compliance Report on the Corporate Governance as on 30th June, 2013

| Particulars | Clauses of Listing Agreement | Compliance Status Yes/No/NA | Remark |
|---|---|---|---|
| **I Board of Directors** | 49(I) | | |
| (A) Composition of Board | 49(IA) | Yes | |
| (B) Non-executive Directors' compensation & Disclosures | 49(IB) | NA | No fees / compensation are paid to non-executive Director |
| (C) Other provisions as to Board and Committees | 49(IC) | Yes | |
| (D) Code of Conduct | 49(ID) | Yes | |
| **II Audit Committee** | 49(II) | | |
| (A) Qualified & Independent Audit Committee | 49(IIA) | Yes | |
| (B) Meeting of Audit Committee | 49(IIB) | Yes | |
| (C) Power of Audit Committee 49(IIC) | 49(IIC) | Yes | |
| (D) Role of Audit Committee | 49(IID) | Yes | |
| (E) Review of information by Audit Committee | 49(IIE) | Yes | |
| **III Subsidiary Companies** | 49(III) | N.A. | |
| **IV Disclosures** | 49(IV) | | |
| (A) Basis of Related party Transactions | 49(IVA) | Yes | |
| (B) Disclosure of Accounting Treatment | 49(IVB) | Yes | |
| (C) Board Disclosures | 49(IVC) | Yes | |
| (D) Proceeds from Public issues, right issues, preferential issues etc. | 49(IVD) | NA | |
| (E) Remuneration of Directors | 49(IVE) | Yes | No remuneration is paid |
| (F) Management | 49(IVF) | Yes | Will be complied in the Annual Report for the financial year ended 31.03.14 |
| (G) Shareholders | 49(IVG) | Yes | Will be complied in the Annual Report for the financial year ended 31.03.14 |
| **V CEO / CFO Certification** | | Yes | Will be complied in the Annual Report for the financial year ended 31.03.14 |
| **VI Report on Corporate Governance** | 49(V) | Yes | Will be complied in the Annual Report for the financial year ended 31.03.14 |
| **VII Compliances** | 49(VII) | Yes | Will be complied in the Annual Report for the financial year ended 31.03.14 |

Place : Mumbai
Date : 14.07.2013

for TPI India Limited

Bharat-C. Parekh
COMPLIANCE OFFICER