

## TPI India Limited

Regd. Office : 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 31st December, 2008

Particulars	Clauses of Listing Agreement	Compliance Status Yes/No/NA	Remark
<b>I Board of Directors</b>	49(I)		
(A) Composition of Board	49(IA)	No	
(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)	No	
(D) Code of Conduct	49(ID)	Yes	
<b>II Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	No	
(B) Meeting of Audit Committee	49(IIB)	No	
(C) Power of Audit Committee 49(IIC)	49(IIC)	No	
(D) Role of Audit Committee	49(IID)	No	
(E) Review of information by Audit Committee	49(IIIE)	No	
<b>III Subsidiary Companies</b>	49(III)	N.A.	
<b>IV Disclosures</b>	49(IV)		
(A) Basis of Related party Transactions	49(IVA)	No	
(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)	NA	No remuneration is paid
(F) Management	49(IVF)	Yes	Will be complied in the Annual Report for the financial year ended 31.03.09
(G) Shareholders	49(IVG)	Yes	Will be complied in the Annual Report for the financial year ended 31.03.09
<b>V CEO / CFO Certification</b>		Yes	Will be complied in the Annual Report for the financial year ended 31.03.09
<b>VI Report on Corporate Governance</b>	49(V)	Yes	Will be complied in the Annual Report for the financial year ended 31.03.09
<b>VII Compliances</b>	49(VII)	Yes	Will be complied in the Annual Report for the financial year ended 31.03.09

Place : Thane  
Date : 30th January, 2009

for TPI India Limited

  
Bhajat C. Parekh  
COMPLIANCE OFFICER