

# PNEUMATIC HOLDINGS LIMITED

## Compliance Report on Corporate Governance

Name of the Company: Pneumatic Holdings Limited

Date: As on 30 September 2015

Particulars	Clause of Listing agreement	Compliance Status Yes / No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	-
(B) Independent Directors	49 (IIB)	Yes	Clause 49 (II) (B) (5) (b), will be complied with in the Annual Report for the Financial Year 2015-16. Clause 49 (II) (B) 6, will be complied before 31 December 2015. Clause 49 (II) (B) 7, a web link will be provided in the Annual Report for the Financial Year 2015-16 along with the disclosure of the same on the Company's website.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	-
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-
(E) Code of Conduct	49 (IIE)	Yes	Clause 49(II) (E) (2), will be complied with in the Annual Report for the Financial Year 2015-16.
(F) Whistle Blower Policy	49 (IIF)	Yes	Clause 49(II) (F) (3), the disclosure about the policy will be made in the Board's Report for the Financial Year 2015- 16.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Clause 49 (III) (A) 4, will be complied in the ensuing Annual General Meeting.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	-
(C) Powers of Audit Committee	49 (IIIC)	Yes	-
(D) Role of Audit Committee	49 (IIID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	Clause 49 IV (B) 4, Nomination and Remuneration Policy and the Evaluation



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			Criteria will be disclosed in the Annual Report for the Financial Year 2015- 16. Clause 49 (IV) C, will be complied in the ensuing Annual General Meeting
<b>V. Subsidiary Companies</b>	49 (V)	Yes	Clause 49 (V) (A), (B) and (C), are not applicable to the Company. A web link of Policy for determining Material Subsidiaries will be provided in the Annual Report for the Financial Year 2015-16.
<b>VI. Risk Management</b>	49 (VI)	Yes	Clauses 49 (VI) (C), (D) and (E), are not applicable to the Company as per SEBI Circular CIR/CFD/POLICY CELL/2/2014 dated 17 April 2014.
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	-
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	There are no material transactions with related parties during the quarter from 1 July 2015 to 30 September 2015. A web link of the Policy on dealing with Related Party Transactions will be disclosed in the Annual Report for the Financial Year 2015-16.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	Clause 49 (VIII) (C), will be complied with in the Annual Report for the Financial Year 2015-16.
(D) Management	49 (VIII D)	Yes	Clause 49 (VIII) (D) (1), will be complied with in the Annual Report for the Financial Year 2015-16.
(E) Shareholders	49 (VIII E)	Yes	Clause 49 (VIII) (E) (1) and (2), will be complied with in the Annual Report for the Financial Year 2015-16.
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	N.A.	-



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<b>IX. CEO / CFO Certification</b>	49 (IX)	Yes	Clause 49 (IX), will be complied with in the Annual Report for the Financial Year 2015-16.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Clause 49 (X) (A), will be complied with in the Annual Report for the Financial Year 2015-16.
<b>XI. Compliance</b>	49 (XI)	Yes	Clause 49 (XI), will be complied with in the Annual Report for the Financial Year 2015-16.

For Pneumatic Holdings Limited



**Aniket Deshpande**  
Company Secretary &  
Compliance Officer



13 October 2015