

Format of Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: FIRST WINNER INDUSTRIES LIMITED

Quarter ending on: 31.12.2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II	Yes	
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49(IIB)	Yes	
(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	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(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	
IV. Nomination and Remuneration Committee	49(IV)	No	Will be complied in due course.
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transaction	49(VII)	Yes	Being placed before the Board.
VIII. Disclosures	49 (VIII)	Yes	
(A) Related Party Transactions	49 (VIII A)	Yes	Being placed before the Board.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	No remuneration other than sitting fees is paid to non-executive Directors. No non-executive director has been appointed during the quarter ended 31.12.2014.

(D) Management	49 (VIII D)	Yes	Complied with for the financial year 2013-14 and will be complied in the Annual Report for the financial year 2014-15.
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII I)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	Complied with for the financial year 2013-14 and will be complied in the Annual Report for the financial year 2014-15.
X. Report on Corporate Governance	49 (X)	Yes	Complied with for the financial year 2013-14 and will be complied in the Annual Report for the financial year 2014-15.
XI. Compliance	49 (XI)	Yes	Will be circulated at the time of AGM.

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (VII).
- 3) In the remarks column, reasons for non-compliance may be indicated. For example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.