

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Company: - ADINATH EXIM RESOURCES LIMITED

Quarter ended on: - 31<sup>ST</sup> DECEMBER, 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/ No	Remarks
<b>I. Board of Directors</b>	49 (I)		
(A) Composition of Board	49(IA)	YES	----
(B) Non-executive Director's compensation & disclosures	49(IB)	N.A.	----
(C) Other Provisions as to Board and Committees	49(IC)	YES	----
(D) Code of Conduct	49(ID)	YES	
<ul style="list-style-type: none"> <li>• To lay down a code of conduct for all Board members and senior Management</li> <li>• Board members and senior management to affirm compliance on an annual basis.</li> <li>• Annual Report to contain declaration to this effect signed by CEO</li> </ul>	49(ID)(i)	YES	----
	49(ID)(ii)	YES	----
	49(ID)(ii)	YES	Will be complied in the Annual Report of 2011-12
<b>II. Audit Committee</b>	49(II)		
(A) Qualified & Independent Audit Committee	49(IIA)	YES	----
(B) Meeting of Audit Committee	49(IIB)	YES	----
(C) Powers of Audit committee	49(IIC)	YES	----

(D)Role of Audit Committee	49(IIID)	YES	----
(E) Review of Information by Audit Committee	49(IIIE)	YES	----
<b>III. Subsidiary Companies</b>	49(III)	N.A.	The Company does not have any subsidiaries.
<b>IV. Disclosures</b>	49(IV)		
(A) Basis of related party transactions	49(IVA)	YES	----
(B) Disclosure of Accounting treatment	49(IVB)	N.A.	
(C) Board Disclosures	49(IVC)	YES	----
(D)Proceeds from public issues, right issues, preferential issues etc.	49(IVD)	N.A.	No Public / Rights / Preferential issue was made by the Company in the recent past.
(E) Remuneration of Directors	49(IVE)	YES	Will be complied in the Annual Report of 2011-12
(F) Management	49(IVF)	YES	
▲ Management Discussion and Analysis Report forms part of the Annual Report to the shareholders	49(IVF)(i)	YES	Will be complied in the Annual Report of 2011-12
▲ Disclosure to the Board of all material financial and commercial transactions by Senior Management, where they have personal interest.	49(IVF)(ii)	N.A.	
(G) Shareholders	49(IVG)	YES	----
<b>V. CEO/CFO Certification</b>	49(V)		Will be complied in the Annual Report of 2011-12

<b>VI. Report on Corporate Governance</b>	49(VI)		
▲ Annual Report to contain Separate Section on Corporate Governance	(VI)(i)		Will be complied in the Annual Report of 2011-12
▲ Quarterly Compliance report to Stock Exchange	49(VI)(ii)		
<b>VII. Compliance</b>	49(VII)		Will be complied in the Annual Report of 2011-12

**For ADINATH EXIM RESOURCES LIMITED**

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**Bharat Suthar**  
**Compliance Officer**

