

Annexure II

Quarterly Compliance Report on Corporate Governance.

Name of the Company : **SARLA PERFORMANCE FIBERS LIMITED**

Quarter Ending on : **30th SEPTEMBER 2014**

| Particulars | Clause of Listing Agreement | Compliance Status (Yes/No) | Remarks |
|---|-----------------------------|----------------------------|---|
| 1 | 2 | 3 | 4 |
| I. Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | - |
| (B) Non-executive Directors compensation & disclosures | 49(IB) | Yes | - |
| (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) Powers of Audit Committee | 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) | Yes | - |
| 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 issue, rights issues, Preferential issues etc. | 49 (IVD) | N/A | Not issued any rights issues, Preferential issues etc. |
| (E) Remuneration of Directors | 49 (IVE) | Yes | } It is complied in our Annual Report 2014 and will comply with our Annual Report 2015. |
| (F) Management | 49 (IVF) | Yes | |
| (G) Shareholders | 49 (IVG) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | It is complied in our Annual Report 2014 and will comply with our Annual Report 2015. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | It is complied in our Annual Report 2014 and will comply with our Annual Report 2015. |
| VII. Compliances | 49 (VII) | Yes | It is complied in our Annual Report 2014 and will comply with our Annual Report 2015. |