

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing AgreementName of the Company : **Honda Siel Power Products Limited**Quarter ending on : **December 31, 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)		-
(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)	Yes	-
V. Subsidiary Companies	49 (V)	NA	-
VI. Risk Management	49 (VI)	Yes	-
VII. Related Party Transactions	49 (VII)	Yes	-
VIII. Disclosures	49 (VIII)	Yes	-
(A) Related party transactions	49 (VIIIA)	Yes	During the quarter ended December 2014, the Company has entered into material related party transactions with Honda Motor Co., Ltd., Japan amounting to Rs. 3244.29 Lakh.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	-
(C) Remuneration of Directors	49 (VIII C)	Yes	-
(D) Management	49 (VIII D)	Yes	-
(E) Shareholders	49 (VIII E)	Yes	-
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	NA	-
IX. CEO/CFO Certification	49 (IX)	Yes	will be complied in the next Annual Report
X. Report on Corporate Governance	49 (X)	Yes	will be complied in the next Annual Report
XI. Compliance	49 (XI)	Yes	will be complied in the next Annual Report