

R.ALAGAR, B.Com., FCS  
Company Secretary

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To,  
Head - Listing Operations,  
BSE Limited,  
P.J. Towers, Dalal Street, Fort,  
Mumbai - 400 001.

**Sub: Application for listing of 4534528 equity shares of (name of the company) under direct listing**

This is with reference to the captioned application, we hereby confirm that the company satisfies all the conditions as stipulated in Clause 49 of the listing agreement, as given hereunder:

Sr.No.	Requirements	Compliance						
(i)	The Board of directors of the company has a composition of executive and non-executive directors with not less than fifty percent of the board of directors comprising of non-executive directors	Complied/ Not complied Total Board Members: Executive Members: Non-executive Members: <table border="1"><thead><tr><th>Sr. No.</th><th>Name of the Director</th><th>Status Independent/ Non Independent</th></tr></thead><tbody><tr><td></td><td>List enclosed</td><td></td></tr></tbody></table>	Sr. No.	Name of the Director	Status Independent/ Non Independent		List enclosed	
Sr. No.	Name of the Director	Status Independent/ Non Independent						
	List enclosed							
(ii)	Where the Chairman of the Board non-executive director, at least one-third of the Board should comprise of independent directors and in case he is an executive director, at least half of the Board should comprise of independent directors. Where the non-executive Chairman is a promoter of the company or is related to any promoter or person occupying management positions at the Board level or at one level below the Board, at least one-half of the Board of the company shall consist of independent directors.	Status of Chairman " <b>Executive Promoter Director</b> " Independent members - 4 Non-independent members - 4						
(iii)	The independent director as mentioned at sub-clause (ii) above, is the non-executive director who complies with the following:							



a	apart from receiving director's remuneration, does not have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect independence of the director	We confirm that none of the independent director of the company have any material pecuniary relationships or transactions with the company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates
b	is not related to promoters or persons occupying management positions at the board level or at one level below the board	We confirm that none of the independent director of the company are related to promoters or persons occupying management positions at the board level or at one level below the board
c	has not been an executive of the company in the immediately preceding three financial years	We confirm that none of the independent director has been an executive of the company in the immediately preceding three financial years
d	is not a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:  i) the statutory audit firm or the internal audit firm that is associated with the company, and  ii) the legal firm(s) and consulting firm(s) that have a material association with the company.	We confirm that none of the independent director is a partner or an executive or was not partner or an executive during the preceding three years, of any of the following:  i) the statutory audit firm or the internal audit firm that is associated with the company, and  ii) the legal firm(s) and consulting firm(s) that have a material association with the company.
e	is not a material supplier, service provider or customer or a lessor or lessee of the company, which may affect independence of the director.	We confirm that none of the independent directors is a material supplier, service provider or customer or a lessor or lessee of the company
f	is not a substantial shareholder of the company i.e. owning two percent or more of the block of voting shares.	We confirm that none of the independent directors own two percent or more of the block of voting shares of the company
g	is not less than 21 years of age.	We confirm that none of the independent directors are less than 21 years of age.

We also confirm that **none of the independent directors named below** would qualify within the definition of promoter/ promoter group as given in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009:



1. Sri.Boppana Ramalingeswara Rao
2. Sri. K.Muneswara Rao
3. Sri.R.Kannan
4. Sri.K.Subramanian

Further, the company is in compliance with requirement of the Audit Committee, Remuneration / Nomination Committee, Share Transfer Committee and Shareholders / Stakeholders Grievance Committee. The composition of the said committees is as under:

**Composition of Audit Committee**

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1.	Sri.R.Kannan	Non-Executive Independent Director
2	Sri.B.Ramalingeswara Rao	Non-Executive Independent Director
3	Sri.K.Subramanian	Non-Executive Independent Director
4	Dr.S.R.K.Prasad	Non-Executive Promoter Director

**Composition of Remuneration / Nomination Committee**

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1	Sri.B.Ramalingeswara Rao	Non-Executive Independent Director
2	Sri.K.Muneswara Rao	Non-Executive Independent Director
3	Sri.R.Kannan	Non-Executive Independent Director

**Composition of Share Transfer Committee**

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1	Smt. Anita Prabhu	Executive Promoter Director
2	Sri.K.Subramanian	Non-Executive Independent Director
3	Sri.R.Kannan	Non-Executive Independent Director

**Composition of the Shareholders / Stakeholders Grievance Committee.**

Sr. No.	Name of the Director	Status whether Independent/ Non Independent
1.	Smt.Anita Prabhu	Executive Promoter Director
2	Sri.B.Ramalingeswara Rao	Non-Executive Independent Director
3	Sri.K.Muneswara Rao	Non-Executive Independent Director
4	Sri.K.Subramanian	Non-Executive Independent Director

Place: Chennai  
Date: 02-07-2015

Signature:   
Name of Company Secretary: **R.Alagar**  
C.P.No.3913

