

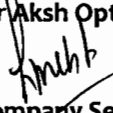


QUARTERLY COMPLIANCE ON CORPORATE GOVERNANCE

Name of the Company: **AKSH OPTIFIBRE LIMITED**

Quarter ending on: **March 31st, 2015**

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 Director's compensation & disclosures	49 (IIC)	N.A.	
(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		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)	Yes	
V. SUBSIDIARY COMPANIES	49 (V)	Yes	
VI. RISK MANAGEMENT	49 (VI)	Yes	
VII. RELATED PARTY TRANSACTIONS	49 (VII)	Yes	
VIII. DISCLOSURES	49 (VIII)	Yes	
A. Related Party Disclosures	49 (VIII A)	Yes	No reportable material related party transaction during the quarter.
B. Disclosure of Accounting Treatment	49 (VIII B)	N.A.	
C. Remuneration of Directors	49 (VIII C)	Yes	Will be complied in the Annual Report of 2014-15.
D. Management	49 (VIII D)	Yes	Will be complied in the Annual Report of 2014-15.
E. Shareholders	49 (VIII E)	Yes	Will be complied in the Annual General Meeting.
F. Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	
IX. CEO/ CFO CERTIFICATION	49 (IX)	Yes	Will be complied in the Annual Report of 2014-15.
X. REPORT ON CORPORATE GOVERNANCE	49 (X)	Yes	Will be complied in the Annual Report of 2014-15.
XI. COMPLIANCE	49 (XI)	Yes	Will be complied in the Annual Report of 2014-15.

for Aksh Optifibre Limited

 Company Secretary
