

**QUARTERLY COMPLIANCE REPORT
ON
CORPORATE GOVERNANCE**

Name of the Company: **PI INDUSTRIES LTD.**

Quarter ending on : 31st December, 2010

| Particulars | Clause of Listing Agreement | Compliance status Yes/No | Remarks |
|---|-----------------------------|--------------------------|--|
| I. Board of Directors | 49 – I | | |
| A. Composition of Board | 49 (I A) | YES | There are 7 Non Executive Directors and 3 Executive Directors. |
| B. Non executive Directors compensation & disclosures | 49 (I B) | YES | |
| C. Other provisions as to Board and Committees | 49 (I C) | YES | |
| D. Code of Conduct | 49 (I D) | YES | |
| II. Audit Committee | 49 (II) | | |
| A. Qualified & Independent Audit Committee | 49 (II A) | YES | |
| B. Meeting of Audit Committee | 49 (II B) | YES | |
| C. Powers of Audit Committee | 49 (II C) | YES | |
| D. Role of Audit Committee | 49 (II D) | YES | |
| E. Review of Information by Audit Committee | 49 (II E) | YES | |
| III. Subsidiary Companies | 49 (III) | YES | |
| IV. Disclosures | 49 (IV) | | |
| A. Basic of related party transactions | 49 (IV A) | YES | |
| B. Board Disclosures | 49 (IV B) | YES | |
| C. Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV C) | N.A | |
| D. Remuneration of Directors | 49 (IV D) | YES | |
| E. Management | 49 (IV E) | YES | |
| F. Shareholders | 49 (IV F) | YES | |
| V. CEO / CFO Certification | 49 (V) | YES | |
| VI. Report on Corporate Governance | 49 (VI) | YES | |
| VII. Compliance | 49 (VII) | YES | |