

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: **NANDAN EXIM LIMITED**
 Quarter ending on: **30TH SEPTEMBER, 2012**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
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)		
To lay down a Code of Conduct for all board members and senior management	49 (ID)(i)	Yes	--
Board members and senior management to affirm compliance on an annual basis. Annual Report to contain declaration to this effect signed by C.E.O.	49 (ID)(ii)	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)	N.A.	--
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	--
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	--
(C) Board Disclosures	49 (IV C)	Yes	--
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	--
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in the Annual Report for the year 2011– 12
(F) Management	49 (IV F)	Yes	Disclosed in the Annual Report for the year 2011– 12
(G) Shareholders	49 (IV G)	Yes	Disclosed in the Annual Report for the year 2011– 12
V.CEO/CFO Certification	49(V)	Yes	Disclosed in the Annual Report for the year 2011– 12
VI.Report on Corporate Governance	49 (VI)	Yes	Disclosed in the Annual Report for the year 2011– 12
VII. Compliance	49 (VII)	Yes	Disclosed in the Annual Report for the year 2011– 12