

**Annual Compliance Report on Corporate Governance**  
(In terms of the revised clause 49 of the listing agreement)

Name of the Company : **APPU MARKETING & MANUFACTURING LIMITED**

Quarter ended on : 30<sup>TH</sup> September, 2012.

Sl. No.	Particulars	Clause of The Listing Agreement	Compliance status (Yes/No)	Remarks
I.	Board of Directors- (A) Composition of Board	49.1 49(1A)	Yes	As of this quarter, no fee (Sitting fee is outside the preview under SEBI circular no. SEBI/CFD/DIL/CG/1/2006/13/1 DATED 13.01.2006)/ Compensation was paid to any of the directors including the independent directors.
	(B) Non-executive Directors compensation & disclosure	49(B)	Not Applicable	
	(C) Other provisions as to Board and Committees	49(IC)	Yes	
	(D) Code of Conduct	49(ID)	Yes	
II.	Audit Committee- (A) Qualified & Independent Audit Committee.	49(IIA) 49(IIB)	Yes Yes	Declaration on compliance of the code of conduct will appear in the Annual Report for the financial year ended on 31 <sup>st</sup> March 2013.
	(B) Meeting of Audit Committee	49(IIC) 49(IID)	Yes Yes	
	(C) Powers of Audit Committee	49(IIE)	Yes	
	(D) Role of the Audit Committee			
	(E) Review of Information by Audit Committee			

III.	Subsidiary Companies	49(III)	Not applicable	The Company does not have any material non-listed Indian subsidiary
IV.	(A) Basis of related party transactions	49(IVA)	Not Applicable	Such disclosure will be made to the Audit Committee at the time of consideration of the annual accounts for the financial year ended on 31 <sup>st</sup> March 2013.
	(b) Board Disclosures	49(IVB)	Not Applicable	The Company though being a Manufacturing company as per MOA.
	(C) Proceeds from Public Issues, Rights issue, Preferential issues, etc.	49(IVC)	Not Applicable	No monies were raised through any public rights or preferential issues.
	(D) Remuneration of Directors	49(IVD)	Yes	
	(E) Management	49(IVE)	Not Applicable	The Company is not engaged in any other business other than as in MOA, and accordingly the matters to be covered under Management Discussion and Analysis Report' are not applicable.
	(F) Share Holders	49(IVF)	Partly Complied	Shareholders are informed about the decision by notice.
V.	CEO/CFO Certification	49(V)	Not Applicable.	Such certification not applicable.
VI.	Report on Corporate Governance	49(VI)	Yes	
VII.	Compliance	49(VII)	Yes	Compliance certificate duly signed by the statutory auditors will be annexed with the Director's Report for the financial year ended on 31 <sup>st</sup> March 2013.

For and on behalf of  
**APPU MARKETING & MANUFACTURING LIMITED**

*S. K. Swamy*

(DIRECTOR)

Date: 08.10.2012