

## Quarterly Compliance Report on Corporate Governance

**Name of the Company: PRIMA INDUSTRIES LTD**

**Quarter ending on: 31<sup>st</sup> December, 2008**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	YES	
(A) Composition of Board	49 (1A)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (1B)	YES	No Remuneration paid only sitting fee within the limit prescribed under the companies Act being paid.
(C) Other provisions as to Board and Committees	49 (1C)	YES	
D) Code of Conduct	(49 (ID)	YES	
<b>II. Audit Committee</b>	49 II	YES	
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee		YES	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	
(D) Role of Audit Committee	49II(D)	YES	
<b>III. Subsidiary Companies</b>	49 III	N.A.	
<b>V. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	YES	
(B) Board Disclosures	49 (I VB)	YES	
(C) Proceeds from public issues, rights issues, preferential issues etc.	49(IVC)	N.A.	
(D) Remuneration of Directors	49 (IVD)	YES	
(E) Management	49(IVE)	YES	
(F) Shareholders	49(IVF)	YES	
<b>V.CEO/CFO Certification</b>	49 (V)	YES	
<b>VI. Report on Corporate Governance</b>	49 (VI)	YES	
<b>VII. Compliance</b>	49 (VII)	YES	