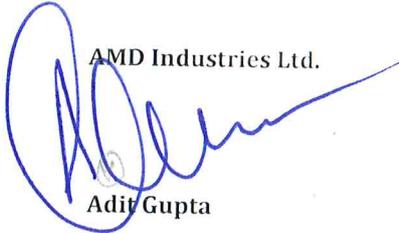


Quarterly Compliance Report on Corporate Governance

1. Name of Listed Entity: AMD Industries Limited
2. Quarter ending: 31.03.2016

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-executive/ Independent / Nominee)	Date of Appointment in the current term/ Cessation	Tenure	No of Directorship in Listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 25 (1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)
Mr.	Adit Gupta	AGZPG3933F, 00238784	Executive Director	14.11.05	NA	ONE	ONE	NIL
Mr.	Ashok Gupta	AADPG4122G, 00031630	Chairman	17.12.83	NA	ONE	ONE	NIL
Mr.	Harswarup Gupta	AADPG4124A, 00034406	Executive Director	03.07.03	NA	ONE	NIL	NIL
Mr.	Mahipal	AGDPM9314N, 00588626	Independent Director	26.09.14	5 Years	ONE	TWO	NIL
Mr.	Prabhat Krishna	AAKPP4573F, 02569624	Independent Director	26.09.14	5 Years	TWO	NIL	FOUR
Ms.	Shubha Singh	AEJPA3682F, 06926872	Independent Director	26.09.14	2 Years	ONE	TWO	NIL
II. Composition of Committees								
Name of Committee			Name of Committee Members	Category (Chairperson /Executive/ Non-executive/ Independent/ Nominee)				
1. Audit Committee			Mr. Prabhat Krishna	Chairman- Non Executive - Independent Director				
			Mr. Adit Gupta	Member- Executive Director				
			Mr. Mahipal	Member- Non Executive - Independent Director				
			Ms. Shubha Singh	Member- Non Executive - Independent Director				
2. Stakeholders Relationship Committee			Mr. Mahi Pal	Chairman- Non Executive - Independent Director				
			Mr. Ashok Gupta	Member- Executive Director				
			Mr. Prabhat Krishna	Member- Non Executive - Independent Director				
3. Nomination & Remuneration Committee			Mr. Prabhat Krishna	Chairman- Non Executive - Independent Director				
			Mr. Mahipal	Member- Non Executive - Independent Director				
			Ms. Shubha Singh	Member- Non Executive - Independent Director				
III. Meeting of Board of Directors								
Date of meetings in the previous			Date of meetings in the relevant			Maximum gap between any two consecutive (

quarter	quarter	In number of days)
04.11.2015	01.02.2016	89 Days
IV. Meeting of Committees (Audit Committee)		
Date of meetings in the previous quarter	Date of meetings in the relevant quarter	Maximum gap between any two consecutive
04.11.2015	01.02.2016	89 days
V. Related Party Transactions		
Subject		Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained		NA
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA
VI. Affirmations		
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee.</p> <p>c. Stakeholder's relationship committee.</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any Comment/Observation/Advice of Board of Directors may be mentioned here:</p>		
		<p>AMD Industries Ltd.</p>  <p>Adit Gupta</p> <p>Managing Director</p>

Corporate Governance Report – Yearly Report

I. DISCLOSURES ON WEBSITE IN TERMS OF LISTING REGULATION		
Item	Compliance status (YES/NO/NA)	
Details of business	Yes	
Terms and condition of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/whistle blower policy	Yes	
Criteria of making payments to non executive director	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programs imparted to independent director	NA (no programmes imparted during the year)	
Contact information of designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	NA	
Details of agreement entered into with media companies and/or their associates	NA	
New names of listed entity		
II. Annual affirmations		
Pirticulars	Regulation number	Compliance status
Independent director(s) have been appointed in the terms of specified criteria of independence and /or eligibility	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of compliance reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance certificate	17(8)	Yes (will be complied in due course when due)
Risk assessment & management	17(9)	Yes
Performance evaluation of independent directors	17(10)	Yes
Composition of audit committee	18(1)	Yes
Meetings of audit committee	18(2)	Yes
Composition of nomination and	19(1)	Yes

remuneration committee		
Composition of stakeholder relationship committee	20(1)	Yes
Composition and role of risk management committee	21(1)	N.A
Vigil mechanism	22	Yes
Policy for related party Transaction	23	Yes
Prior or omnibus approval of audit committee for all related party transaction	23(2) & (3)	Yes, will be done when such transaction will take place
Approval for material related party transactions	23(4)	Yes, will be done when such transaction takes place
Composition of board of director of unlisted material subsidiary	24(1)	NA
Other corporate governance requirement with respect to subsidiary of listed entity	24(2) (3) (4) (5) & (6)	Yes
Maximum directorship & tenure	25(1) &(2)	Yes
Meetings of independent director	25(3) &(4)	Yes
Familiarization of independent director	25(7)	Yes
Membership in committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes (will be complied in due course of time)
Disclosures of shareholding by non-executive director	26(4)	Yes
Policy with respect to obligation of directors and senior management	26(2) & 26(5)	Yes
III. Affirmations: The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to the subsidiary of listed entity have been compiled		

For AMD Industries Limited


Adit Gupta

Managing Director



AMD Industries Limited

(Mfrs. of : Crown Corks, PET-Preforms & Plastic Closures)

(ISO 9001:2008 COMPANY)
(FSSC 22000:2011 COMPANY)



Sales & Regd. Office:

18, Pusa Road, 1st Floor, Karol Bagh
New Delhi-110 005 (India)
Ph. : 011-46830202, 28750649 & 50
Facsimile : 011-28753591
e-mail : amdgroup@amdindustries.com
website : www.amdindustries.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF AMD INDUSTRIES LIMITED AT ITS MEETING HELD ON 01.02.2016 AT ITS REGISTERED OFFICE AT 18, FIRST FLOOR, PUSA ROAD, KAROL BAGH, NEW DELHI

RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any other statutory modifications or re-enactment thereof for the time being in the force and subject to approval of Shareholders, if any, the consent of the Board of Directors be and is hereby accorded to re-appoint Mr. Harswarup Gupta (DIN: 00034406), Whole-time director of the Company for the period from 01.04.2016 to 31.03.2019, as follows:

Basic Salary Rs. 3,50,000/- per month.
Perquisites And Allowances

Housing:		a. Rent Free furnished and or unfurnished accommodation will be provided by the company. b. In case no accommodation is provided by the Company, entitlement to house rent allowance subject to ceiling of 30% of basic salary on monthly basis.
Medical Reimbursement		Expenses actually incurred for self and family.
Leave Concession	Travel	Two months basic salary for self and family once in a year for any destination in India.
Club Fees		Fees of Clubs inclusive of admission and life membership fee subject to a maximum of two clubs.
Medical premium	Insurance	as per policy of the Company
Personal Insurance	Accident	as per the policy of the company
Entertainment Expenses		Reimbursement of entertainment expenses on actual basis incurred during the course of the business

WORKS : GHAZIABAD (U.P.) & NEEMRANA (RAJASTHAN)

THROUGH : FAX COURIER E-MAIL SPEED POST REGD. POST POST PERSONAL DELIVERY

Facilities: Car with chauffeur for official use, telephones, Internet and fax facility at residence for official work. These will not be considered as perquisites.

Bonus Bonus equivalent to two month basic salary

Commission 5% of net profit per annum

Other Benefit /amenity / facility / ex-gratia as may be prescribed to be payable from time to time in accordance with the Policy of the Company.

Retiral Benefits as per policy of the Company not to be included in the ceiling of overall remuneration as provided under Schedule V the Companies Act, 2013:

- Contributions by the Company to Provident Fund, Superannuation Fund so far the same is not taxable under the provisions of Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave accumulated up to one month leave in a year to be encashed at the end of the tenure.

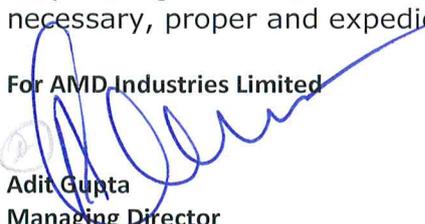
Other terms:

Subject to the superintendence, control and direction of the Board of Directors, Mr. Harswarup Gupta shall manage and conduct the business and affairs of the Company.- He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

RESOLVED FURTHER THAT the overall consolidated remuneration payable to Mr. Harswarup Gupta shall be Rs.1,20,00,000/- .

RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee thereof, be and is hereby authorized to alter and vary the terms and conditions of the said appointment including variation of the terms of remuneration in such manner as may be agreed and to do all such acts, deeds, matters and things as may be necessary, proper and expedient to give effect to this resolution".

For AMD Industries Limited


Adit Gupta
Managing Director

DIN-00238784

Add- 6, Central Drive, DLF Farms
Chhattarpur, New Delhi.