

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST DECEMBER, 2011

Name of the Company: AMD Industries Limited (Ref. Code BSE: 532828, NSE-AMDIND and Series: EQ)

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)	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 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosures of accounting treatment	49 (IV B)	Yes	
(C) Board Disclosures – Risk Management	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(D) Remuneration of Directors	49 (IV E)	No	Will be complied in Annual Report
(E) Management	49 (IV F)	No	Will be complied in Annual Report
(F) Shareholders	49 (IV G)	No	Will be complied in Annual Report
V. CEO/CFO Certification	49 (V)	No	Will be complied in Annual Report
VI. Report on Corporate Governance	49 (VI)	No	Will be complied in Annual Report
VII. Compliance	49 (VII)	No	Will be complied in Annual Report

For AMD Industries Ltd.

Managing Director