



**Annexure - XI to the Listing Agreement**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

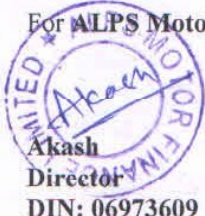
Name of the Company : Alps Motor Finance Limited  
Quarter ending on : June 30<sup>th</sup>, 2015  
Dated : July 08, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/ No/ N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		---
(A) Composition of Board	49 (IIA)	Yes	Optimum Combination of Executive, Non-Executive and Independent Directors in Board.
(B) Independent Directors	49 (IIB)	Yes	Out of Four (04) Directors, Company has two (02) Directors as Independent directors.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	---
(D) Other provisions as to Board and Committees	49 (IID)	Yes	---
(E) Code of Conduct	49 (IIE)	Yes	The Board has laid down and implement a code of conduct for all Board members and senior management personnel of the Company. The Code of Conduct has been posted on the Website of the Company also.
(F) Whistle Blower Policy	49 (IIF)	Yes	Complied
<b>III. Audit Committee</b>	49 (III)	Yes	---
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	The Audit Committee is chaired by an Independent Director and all the members of the Audit Committee are qualified and financially literate.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	The gap between two meetings does not exceed 4 months.
(C) Powers of Audit Committee	49 (IIIC)	Yes	---
(D) Role of Audit Committee	49 (IIID)	Yes	---



(E) Review of Information by Audit Committee	49 (IIIE)	Yes	---
IV. Nomination and Remuneration Committee	49 (IV)	Yes	---
V. Subsidiary Companies	49 (V)	N.A.	
VI. Risk Management	49 (VI)	Yes	---
VII. Related Party Transactions	49 (VII)	Yes	---
VIII. Disclosures	49 (VIII)	Yes	---
(A) Related party transactions	49 (VIII A)	Yes	Will be disclosed in the Next Annual Report of the Company.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Will be disclosed in the Next Annual Report of the Company
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be disclosed in the Next Annual Report of the Company
(D) Management	49 (VIII D)	Yes	Will be disclosed in the Next Annual Report of the Company
(E) Shareholders	49 (VIII E)	Yes	Will be disclosed in the Next Annual Report of the Company
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Yes	Will be disclosed in the Next Annual Report of the Company
IX. CEO/CFO Certification	49 (IX)	Yes	Will be disclosed in the Next Annual Report of the Company
X. Report on Corporate Governance	49 (X)	Yes	Will be disclosed in the Next Annual Report of the Company
XI. Compliance	49 (XI)	Yes	Will be disclosed in the Next Annual Report of the Company

For **ALPS Motor Finance Limited**

  
**Akash**  
**Director**  
**DIN: 06973609**

**Date: 06.07.2015**  
**Place: New Delhi**

