

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

**Name of the Company:** Kesar Petroproducts Limited

**Quarter ending on:** 31.03.2014

| <b>Particulars</b>   | <b>Clause of Listing Agreement</b> | <b>Compliance Status Yes/No</b> | <b>Remarks</b>  |
|--|------------------------------------|---------------------------------|---|
| <b>I Board of Directors</b>  | 49 I                               |                                 |   |
| (A) Composition of Board   | 49(IA)                             | YES                             | 1 out of 3 Directors is non independent – There is a Non-Executive Chairman |
| (B) Non-executive Directors' Compensation & Disclosures                  | 49 (IB)                            | YES                             | Disclosures made in last Annual Report                                      |
| (C) Other Provisions as to Board and Committees                          | 49 (IC)                            | YES                             | One Board meeting held on 05.02.2014  |
| D) Code of Conduct   | (49 (ID))                          | YES                             | In place since January, 2008  |
| <b>II. Audit Committee</b>   | 49 (II)                            |                                 |   |
| (A) Qualified & Independent Audit Committee                              | 49 (IIA)                           | YES                             | 2 out of 3 Directors are independent  |
| (B) Meeting of Audit Committee   |                                    | YES                             | Held on 05.02.2014  |
| (C) Powers of Audit Committee  | 49 (IIB)                           | YES                             | Yes at committee meeting  |
| (D) Role of Audit Committee  | 49 II(D)                           | YES                             | Yes – at committee meeting  |
| (E) Review of Information by Audit Committee                             | 49 (IIE)                           | YES                             | Yes – at committee meeting  |
| <b>III. Subsidiary Companies</b>   | 49 (III)                           | N.A.                            | N.A.  |
| <b>IV. Disclosures</b>   | 49 (IV)                            |                                 |   |
| (A) Basis of Related Party Transactions                                  | 49 (IV A)                          | N.A.                            | N.A.  |
| (B) Disclosure of Accounting Treatment                                   | 49 (IV B)                          | YES                             | At the Audit Committee Meeting  |
| (C) Board Disclosures  | 49 (IV C)                          | YES                             | Was made in 23 <sup>rd</sup> Annual Report                                  |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D)                          | N.A.                            | N.A.  |
| (E) Remuneration of Directors  | 49 (IV E)                          | YES                             | Remuneration Committee – No Board meeting was held.                         |
| (F) Management   | 49 (IV F)                          | YES                             | Was made in 23 <sup>rd</sup> Annual Report                                  |
| (G) Shareholders   | 49 (IV G)                          | YES                             | Grievances Committee - meeting held on 05.02.2014.                          |
| <b>V. CEO/CFO Certification</b>  | 49 (V)                             | YES                             | At every Board Meeting  |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                            | YES                             | Was made in 23 <sup>rd</sup> Annual Report                                  |
| <b>VII. Compliance</b>   | 49 (VII)                           | YES                             | All provisions of Clause 49 complied  |

**Note:**

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
- 2) In the column No.3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
- 3) In the remarks column, reasons for non-compliance may be indicated. For example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For **Kesar Petroproducts Limited**

**Director**

**Place: Mumbai**

**Date: 05/04/2014**