

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED  
31<sup>ST</sup> DECEMBER, 2009**

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLI-ANCE STATUS YES / NO	REMARKS
01	02	03	04
<b>I. Board of Directors</b>	49 I	Yes	
(A) Composition of the Board	49 I(A)	Yes	2 out 3 Directors are independent—There is a Non-Executive Chairman
(B) Non-Executive Directors	49 (IB)	Yes	Disclosures will be made in Annual Report
(C) Other provisions of the Board and Committees	49 (IC)	Yes	One Board meeting held on 30.10.2009
(D) Code of Conduct	49 (ID)	Yes	In place since January, 2008
<b>II. Audit Committee</b>	49 II	Yes	
(A) Qualified & Independent Committee	49 (IIA)	Yes	2 out 3 Directors are qualified and independent
(B) Meeting of the Audit Committee	49 (IIB)	Yes	Held on 30.10.2009
(C) Powers of the Audit Committee	49 (IIC)	Yes	Yes at committee meeting
(D) Role of the Audit Committee	49 (IID)	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 (IVA)	N.A.	N.A.
(B) Disclosure of Accounting treatment	49 (IVB)	Yes	At the Audit Committee Meeting
(C) Board Disclosures	49 (IVC)	Yes	Will be made in Annual Report
(D) Proceeds from public issues, rights issues, preferential issues, etc.	49 (IVD)	N.A.	N.A.
(E) Remuneration of Directors	49 (IVE)	Yes	Will be made in Annual Report
(F) Management	49 (IVF)	Yes	Will be made in Annual Report
(G) Shareholders	49 (IVG)	Yes	Grievances Committee meeting held on 30.12.2009
<b>V. CFO / CEO Certification</b>	49 (V)	Yes	At every Board Meeting
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be made in Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	All provisions of Clause 49 complied

For KESAR PETROPRODUCTS LIMITED

*S. L. SHARMA*

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DIRECTOR