

Quarterly Compliance Report on Corporate Governance

Name of the Company : **KRBL Limited**

Quarter ending on : **31st March, 2013**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
I. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	Board of Directors of the Company comprises of 10 Directors, of which 5 are non-executive directors, representing 50% of total strength. Further, as the Chairman of the Board is an executive director, half of the board comprises of independent directors. All the non-executive directors have confirmed to have adhered to the criteria prescribed for 'Independent Director' under Clause 49 (1) (A) (iii) of the Listing Agreement. Similar confirmation will be obtained from the non-executive directors for the Financial Year 2013-14 and will be tabled at the Board Meeting to be held in the month of May, 2013 for the purpose of considering and take on record the audited financial results for the year ended 31 st March, 2013. During the period under review, no nominee director was appointed by any institution which invested in or lent monies to the Company.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	No remuneration or compensation is paid to any non-executive directors; however the Company has obtained necessary approval of shareholders to pay remuneration or compensation to non-executive directors. All pecuniary relationship or transactions have been disclosed in the 19 th Annual Report for the year ended 31 st March, 2012.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	<p>During the quarter ended 31st March, 2013, one Board Meeting has been held on 12th February, 2013 and the gap between the said meeting and the meeting held during last quarter did not exceed 4 months.</p> <p>During the financial year 2012-13 four board meetings have been held on May 22, 2012, August 13, 2012, November 7, 2012 and February 12, 2013 respectively.</p> <p>All information included in the Annexure-1A of Clause 49 of the Listing Agreement, which occurs during this quarter has been produced before the Board.</p> <p>No Director is a member in more than 10 Committees or act as Chairman of more than 5 Committees.</p>

(D) Code of Conduct	49 (ID)	Yes	<p>The Company has formulated and adopted a Code of Conduct which is applicable to all board members and senior management personnel. The said code of conduct is available on the website of the company i.e. www.krblice.com.</p> <p>All Board members and senior management personnel affirms the compliance with the code of conduct on an annual basis. The Annual Report of the company for the year ended 31st March, 2012 contains declaration to this effect has been signed by the CEO/CFO of the company.</p>
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	<p>The Audit Committee of the board comprises of Three non-executive and independent directors and one executive director, all of them have the relevant accounting and financial management expertise. The Chairman of the Audit Committee was present at the last AGM held on 25th September, 2012 to answer shareholders queries. It is the Company's privilege to invite senior executives of the Company whom it considers appropriate to be present at the meeting. Senior management and representatives of the Statutory Auditors are invited to participate in the meetings of the Committee as and when necessary.</p> <p>The Composition of Audit Committee is:</p> <ul style="list-style-type: none"> - Mr. Ashwani Dua - Chairman/Member - Mr. Vinod Ahuja - Member - Mr. Dr. Narpinder Kumar Gupta - Member - Mr. Anoop Kumar Gupta - Member <p>Mr. Ashwani Dua, Mr. Vinod Ahuja and Dr. Narpinder Kumar Gupta are Non-Executive and Independent Directors and Mr. Anoop Kumar Gupta is Executive and Joint Managing Director of the Company.</p> <p>Mr. Ashwani Dua is the Chairman of the Audit Committee and he is an independent director.</p>
(B) Meeting of Audit Committee	49 (IIB)	Yes	<p>During the Financial Year 2012-13, four meetings of the committee were held on May 22, 2012, August 10, 2012, November 7, 2013 and February 12, 2013 and the gap between the said meetings did not exceed four months as per Clause 49 (II) (B) of the Listing Agreement.</p>
(C) Powers of Audit Committee	49 (IIC)	Yes	<p>The terms of reference of the Audit Committee of Directors includes the matters referred to in Clause 49 (II) (C), (D) and (E) of the Listing Agreement and Section 292A of the Companies Act, 1956.</p>
(D) Role of Audit Committee	49 (IID)	Yes	<p>The terms of reference of the Audit Committee of Directors includes the matters referred to in Clause 49 (II) (C), (D) and (E) of the Listing Agreement and Section 292A of the Companies Act, 1956.</p>
(E) Review of Information by Audit Committee	49 (IIE)	Yes	<p>The relevant information as referred to in this sub-clause is submitted to the Audit Committee for their review on an ongoing basis.</p>

III. Subsidiary Companies	49 (III)	N. A.	The company does not have any material non listed Indian Subsidiary as defined in Clause 49 of the Listing Agreement.
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	<p>The related party transactions for the financial year 2011-12 have been disclosed in the 19th Annual Report of the Company for the year ended 31st March, 2012.</p> <p>Statements in respect of the related party transactions entered into by the Company during FY 2012-13 will be tabled at the meeting of the Audit Committee of to be held during the month of May 2013 for the purpose of reviewing the audited annual financial results of the company for the year ended March 31, 2013.</p>
(B) Disclosure of Accounting Treatment	49 (IV B)	N. A.	<p>Financial statements are prepared in accordance with Accounting Standards prescribed by the Institute of Chartered Accountants of India, from time to time.</p> <p>No treatment different from the treatment as prescribed in an Accounting Standard has been followed.</p> <p>Disclosures regarding different treatment from that prescribed in Accounting Standard will be made whenever occurred.</p>
(C) Board Disclosures – Risk Management	49 (IV C)	Yes	The Company has carried out detailed exercise to identify the risk facing in the business, classification of risk into high, medium and low and measures for mitigation of the risks. Company reviews the risks identified periodically.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N. A.	The Company has not raised any money through an issue of securities in any manner as specified in Clause 49 of the Listing Agreement.
(E) Remuneration of Directors	49 (IV E)	Yes	<p>Disclosures regarding Remuneration of Directors for the financial year 2011-12 have been made in the 19th Annual Report for FY 2011-12.</p> <p>Further, relevant information will be disclosed in Report on Corporate Governance section of Annual Report for the FY 2012-13.</p>
(F) Management	49 (IV F)	Yes	<p>Disclosures regarding Management Discussion and Analysis Report for the financial year 2011-12 has been made in the 19th Annual Report for FY2011-12.</p> <p>Relevant information will be disclosed in the Management Discussion and Analysis Report forming part of Annual Report for FY 2012-13.</p>
(G) Shareholders	49 (IV G)	Yes	Information relating to appointment and re-appointment of Directors has been disclosed in the 19 th Annual Report of the Company for the year ended 31 st March, 2012 and Annual Report for FY 2012-13 shall also contain the relevant information.

			<p>The Company has a Shareholders/investors Grievance Committee to specifically look into the redressal of shareholder and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.</p> <p>Mr. Ashwani Dua is the chairman of the committee and is an independent & non-executive director.</p> <p>the Composition of Shareholder/ Investor Grievance Committee is as follows:</p> <ul style="list-style-type: none"> - Mr. Ashwani Dua - Chairman/Member - Mr. Vinod Ahuja - Member - Mr. Dr. Narpinder Kumar Gupta - Member
V. CEO/CFO Certification	49 (V)	Yes	<p>The CEO/CFO certification for the FY 2011-12 has been complied with in the 19th Annual Report for FY 2011-12 A similar certificate for FY 2012-13 will also be placed at the Board meeting, inter alia, for approving Directors' Report, in compliance with this clause.</p>
VI. Report on Corporate Governance	49 (VI)	Yes	<p>The Company has been submitting the quarterly compliance report on corporate governance to BSE and NSE. Copies of the said reports after submission to Stock Exchanges are placed at every succeeding Board Meeting of the Company.</p> <p>Report on Corporate Governance will form part of the Annual Report for FY 2012-13.</p>
VII. Compliance	49 (VII)	Yes	<p>Complied in the Annual Report 2011-12. Auditors' certificate for FY 2011-12 has been sent to Stock Exchanges along with Annual Report.</p> <p>Will be complied in the Annual Report for FY 2012-13 and Auditors' certificate for FY 2012-13 will also be sent to Stock Exchanges along with Annual Report 2012-13.</p>