

**Quarterly Compliance Report on Corporate Governance Report for the quarter ended 31/03/2011**

<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	Yes	
(A) Composition of Board	49 (IA)	Yes	Optimum Combination of Executive, Non-Executive and independent directors in Board. The Chairman of the Board is Executive Promoter Director. The no. of Non-Executive Independent Directors is more than 50 % of the total strength of the Board. The Independent Directors fulfill their criterion as prescribed in Clause 49 I(iii) of the Listing Agreement.
(B) Non-executive Director's Compensation & disclosures	49 (IB)	Yes	Non-Executive Directors are not being paid any compensation. Necessary disclosure will be made in Annual report for the year 2010-11
© Other provisions as to be Board and Committees	49 (IC)	Yes	Provisions complied. Maximum time gap is not more than four months between 2 Board Meetings.
(D) Code of Conduct	49 (ID)	Yes	Approved by Board of Directors and disclosed in Annual Report. Also revised Code of Conduct was adopted in the Meeting of the Board of Directors held on 21 <sup>st</sup> January,2011.
<b>II. Audit Committee</b>	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Duly Constituted. There are Three members in the Audit Committee out of which two are Independent Directors. The Chairman of the Audit Committee is an Independent Director.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Atleast four Board Meetings of Audit Committee are held in a Financial year.
(C ) Powers of Audit Committee 49 (IIC)	49 (IIC)	Yes	Powers of Audit Committee duly defined and the same are as per Clause 49 II (C ) of Listing Agreement
(D) Role of Audit Committee	49 (IID)	Yes	Role of Audit Committee duly defined and the same are as per Clause 49 II (D) of Listing Agreement.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Required review is done regularly.
<b>III. Subsidiary Companies</b>	49 (III)	N. A.	There is no subsidiary company.

<b>IV. Disclosures</b>	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	Disclosures of any related party Transactions are placed periodically before the Audit Committee about related party transactions have been made.
(B) Disclosure of Accounting Treatment	49(IV B)	Yes	Will be disclosed in annual report for the year 2010-11.
(C) Board Disclosures	49 (IV C)	Yes	The Board has laid down procedures about risk Assessment and minimization procedures and the same are reviewed periodically by the Board.
(D) Proceeds from public issues, right issues, preferential issues etc.	49 (IV D)	N. A.	No Public/ Right Issue made during the Current Year. Proceeds of earlier issues utilized for the purpose stated in prospectus, offer documents.
(E) Remuneration of Directors	49 (IV E)	Yes	There is no pecuniary relationship or transactions with any of the Non-Executive Directors .The Non-Executive Directors are not paid any sitting fees. The remuneration paid to Managing Director/Whole Time Director is duly disclosed.
(F) Management	49 (IV F)	Yes	Management Discussion and Analysis Report will be disclosed in the Annual Report for the year 2010-11.
(G) Shareholders	49 (IV G)	Yes	Share Transfer Committee and Investor Grievance Committee duly constituted.
<b>V. CEO / CFO Certification</b>	49 (V)	N. A.	Certification by CEO is included as part of Corporate Governance Report for the year 2009-10 contains CEO Certification Only
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Corporate Governance Report is forming the part of the Directors Report in the Annual Report for 2010-11
<b>VII. Compliance</b>	49 (VII)	Yes	Duly Complied

**FOR CHEMO PHARMA LABORATORIES LIMITED**

**PLACE : MUMBAI**  
**DATE : APRIL 13, 2011**

**DIRECTOR**