

CHEMO PHARMA & LABORATORIES LIMITED

Quarterly Compliance Report on Corporate Governance Report for the quarter ended 30/06/2013

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|---|------------------------------------|---------------------------------|--|
| I Board of Directors | 49 I | Yes | |
| (A) Composition of Board | 49 (IA) | Yes | Optimum Combination of Executive, Non-Executive and Independent Directors in Board. There are Four Directors of which one is Promoter Executive Directors, One is Non Executive Director and two are Non-Executive Independent Directors. The Chairman of the Board is Executive Promoter Director. The number of Non-Executive Independent Directors is 50 % of the total strength of the Board. The Independent Directors fulfill their criterion as prescribed in Clause 49 (iii) of the Listing Agreement. |
| (B) Non-executive Director's Compensation & disclosures | 49 (IB) | Yes | Non-Executive Directors have not been paid any remuneration. Necessary disclosure has been made in the Annual Report for the year 2012-13. |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | Provisions complied. Maximum time gap is not more than four months between two |

| | | | |
|--|-----------|-------|--|
| | | | Board Meetings. |
| (D) Code of Conduct | 49 (ID) | Yes | Approved by Board of Directors and disclosed in Annual Report. Also adopted revised Code of Conduct in the Meeting of the Board of Directors. |
| II. Audit Committee | 49 (II) | Yes | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | Audit Committee comprises of three members and out of three members two are Independent Directors and all are Financially Literate and atleast one member have requisite financial and Management Expertise. 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. |
| III. Subsidiary Companies | 49 (III) | N. A. | There is no subsidiary company. |
| IV. Disclosures | 49 (IV) | Yes | |
| (A) Basis of related party transactions | 49 (IV A) | Yes | The Related Party Transactions in which Directors of the |

| | | | |
|---|-----------|-------|--|
| | | | Company are interested have been duly disclosed in the Annual Report for the year ended 31.03.2013. |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | Duly disclosed in Audited Annual Report for the year ended 31 st March 2013. |
| (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 Whole Time Director is duly disclosed. |
| (F) Management | 49 (IV F) | Yes | Management Discussion and Analysis Report forms part of Annual Report for the year ended 31 st March, 2013. |
| (G) Shareholders | 49 (IV G) | Yes | Share Transfer Committee and Investor Grievance Committee duly constituted. |

| | | | |
|---|----------|-----|---|
| V. CEO / CFO Certification | 49 (V) | No | CEO/CFO Certificate included in report on Corporate Governance forms part of the Audited Annual Report for the year ended 31 st March, 2013. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Corporate Governance Report forms part of the Directors Report in the Annual Report for 31 st March, 2013. |
| VII. Compliance | 49 (VII) | Yes | Duly Complied |

Place: Mumbai

FOR CHEMO PHARMA & LABORATORIES LIMITED

Date: 12-07-2013

S/D

ASHOK SOMANI
DIRECTOR