

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

Name of the Company: SURABHI CHEMICALS & INVESTMENTS LIMITED
Quarter ending on: March 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	Complied With.
(A) Composition of Board	49(IA)	Yes	Complied With.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	Complied With.
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	Complied With.
D) Code of Conduct	(49 (ID)	Yes	Complied With.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Constituted.
(B) Meeting of Audit Committee	49 (IIB)	Yes	Complied With.
(C) Powers of Audit Committee	49 (IIC)	Yes	Complied With.
(D) Role of Audit Committee	49 II(D)	Yes	Complied With.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Complied With.
III. Subsidiary Companies	49 (III)	NA	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	Complied With.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Complied With.
(C) Board Disclosures	49 (IV C)	Yes	Complied With.
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	Complied With.
(E) Remuneration of Directors	49 (IV E)	N.A	Will be complied with in next Annual Report.
(F) Management	49 (IV F)	N.A	Will be complied with in next Annual Report.
(G) Shareholders	49 (IV G)	N.A	Will be complied with in next Annual Report.
V. CEO/CFO Certification	49 (V)	N.A	Will be complied with in next Annual Report.
VI. Report on Corporate Governance	49 (VI)	N.A	Will be complied with in next Annual Report.
VII. Compliance	49 (VII)	N.A	Will be complied with in next Annual Report.

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 the 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.

Thanking You,

For Surabhi Chemicals & Investments Limited



Director

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