



# KRITI NUTRIENTS LIMITED

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## COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED ON 31st DECEMBER, 2014

| PARTICULARS   | CLAUSE OF LISTING AGREEMENT | COMPLIANCE STATUS (YES/NO/N.A) | REMARK |
|---|-----------------------------|--------------------------------|--------|
| 1   | 2                           | 3                              | 4      |
| <b>II. Board of Directors</b>   | 49 (II)                     |                                |        |
| (A) Composition of Board  | 49 (IIA)                    | Yes                            |        |
| (B) Independent Directors   | 49 (IIB)                    | Yes                            |        |
| (C) Non-executive Directors' compensation & disclosures                 | 49 (IIC)                    | Yes                            |        |
| (D) Other provisions as to Board and Committees                         | 49 (IID)                    | Yes                            |        |
| (E) Code of Conduct   | 49 (IIE)                    | Yes                            |        |
| (F) Whistle Blower Policy   | 49 (IIF)                    | Yes                            |        |
| <b>III. Audit Committee</b>   | 49 (III)                    |                                |        |
| (A) Qualified & Independent Audit Committee                             | 49 (IIIA)                   | Yes                            |        |
| (B) Meeting of Audit Committee  | 49 (IIIB)                   | Yes                            |        |
| (C) Powers of Audit Committee   | 49 (IIIC)                   | Yes                            |        |
| (D) Role of Audit Committee   | 49 (IIID)                   | Yes                            |        |
| (E) Review of Information by Audit Committee                            | 49 (IIIE)                   | Yes                            |        |
| <b>IV. Nomination and Remuneration Committee</b>                        | 49 (IV)                     | Yes                            |        |
| <b>V. Subsidiary Companies</b>  | 49 (V)                      | N/A                            |        |
| <b>VI. Risk Management</b>  | 49 (VI)                     | Yes                            |        |
| <b>VII. Related Party Transactions</b>                                  | 49 (VII)                    | Yes                            |        |
| <b>VIII. Disclosures</b>  | 49 (VIII)                   |                                |        |
| (A) Related party transactions  | 49 (VIII A)                 | Yes                            |        |
| (B) Disclosure of Accounting Treatment                                  | 49 (VIII B)                 | Yes                            |        |
| (C) Remuneration of Directors   | 49 (VIII C)                 | Yes                            |        |
| (D) Management  | 49 (VIII D)                 | Yes                            |        |
| (E) Shareholders  | 49 (VIII E)                 | Yes                            |        |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F)                 | N/A                            |        |
| <b>IX. CEO/CFO Certification</b>  | 49 (IX)                     | Yes                            |        |
| <b>X. Report on Corporate Governance</b>                                | 49 (X)                      | Yes                            |        |
| <b>XI. Compliance</b>   | 49 (XI)                     | Yes                            |        |

Date: 09.01.2015

Place: Indore

FOR KRITI NUTRIENTS LIMITED

  
(Sumit Jaitely)  
Compliance Officer

Kriti Nutrients Limited  
CIN: L24132MP1996PLC011245  
Registered Office : Mehta Chambers,  
34, Siyaganj, INDORE-452007