

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : KALYANPUR CEMENTS LIMITED

Quarter ended on : 31<sup>st</sup> December, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes / No/N.A.	Remarks
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)		In the process of being implemented
<b>III. Audit Committee</b>	49 (III)		
A) Qualified and 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)	Not applicable	
<b>VI. Risk Management</b>	49 (VI)		In the process of being implemented
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
A) Related party transactions	49 (VIIIA)	Yes	
B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
C) Remuneration of Directors	49 (VIIC)	Yes	
D) Management	49 (VIID)	Yes	
E) Shareholders	49 (VIIE)	Yes	
F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIIF)	Not Applicable	No issue made by the Company
<b>IX. CEO/CFO Certification</b>	49(IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
<b>XI. Compliance</b>	49(XI)	Yes	

For KALYANPUR CEMENTS LIMITED

*P. K. Chaubey*  
(P.K. CHAUBEY)  
CFO & CO. SECRETARY &  
COMPLIANCE OFFICER