

# Report on Corporate Governance for the year ended on March 31, 2014

## 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company's philosophy on Corporate Governance envisages the attainment of a high level transparency and accountability in the functioning of the Company and the efficient conduct of its business, including its interaction with employees, shareholders, depositors, creditors, consumers, financial institutions and other lenders. Accountability improves decision making and transparency helps to explain the rationale behind decisions which in turn helps in building confidence in the Company.

Your Company firmly believes that for a company to succeed on a sustained basis, it must maintain global standards of Corporate Conduct. It also believes that Corporate Governance is not simply a matter of creating checks and balances; it is about creating an outperforming organisation, which leads to increasing employee and customer satisfaction.

## 2. BOARD OF DIRECTORS

The Board of Directors is headed by the Non-Executive Chairman. As on March 31, 2014, the strength of the Board was ten members comprising of three Executive Directors and seven Non-Executive Directors. Six Non-Executive Directors are Independent Directors. Accordingly, the composition of Board is in conformity with the code of Corporate Governance under the Listing Agreement with the Stock Exchanges. The Non-Executive Directors of the Company are highly experienced professionals in their fields and brings in a wide range of skills and experience in the Board. The brief profiles of the Directors are provided in this Annual Report.

The Composition of Directors on the Board of the Company as on March 31, 2014 is as under:

Sr. No.	Category	Name of Director
I	Promoter and Non-Executive Director	Shri Chimanlal K. Mehta <i>Chairman</i>
II	Promoter and Executive Directors	Shri Deepak C. Mehta <i>Vice Chairman &amp; Managing Director</i>  Shri Ajay C. Mehta <i>Managing Director</i>
III	Executive Director & Chief Executive Officer	Shri Umesh Asaikar
IV	Non-Executive and Independent Directors	Shri Nimesh Kampani Shri Sudhin Choksey Dr. Richard H. Rupp Shri Sudhir Mankad Shri Sandesh Kumar Anand Dr. Swaminathan Sivaram

During the year under review, four Board Meetings were held on May 9, 2013, August 2, 2013, October 31, 2013, and February 7, 2014. The maximum time gap between the two Board Meetings was not more than four calendar months as prescribed under the Listing Agreement with the Stock Exchanges.

Attendance of each Director at the Board Meetings, last Annual General Meeting and their directorship and membership in committees of other Companies as on March 31, 2014 are as under:

Name of the Director	No. of Board Meetings held during the year	No. of Board Meetings Attended	Attendance at Last AGM	No. of other Directorship Held	No. of Committee position in other Public Companies [Member (M)/Chairman (C)]
Shri C. K. Mehta	4	4	YES	1	-
Shri D. C. Mehta	4	4	YES	2	2(C)
Shri A. C. Mehta	4	3	YES	1	2(C) & 1(M)
Shri A. K. Dasgupta <sup>1</sup>	4	2	YES	-	-
Shri M. R. B. Punja <sup>2</sup>	4	2	YES	-	-
Shri Nimesh Kampani	4	4	YES	7	4(C) & 5(M)
Shri Sudhin Choksey	4	4	YES	2	1(C) & 1(M)
Dr. R. H. Rupp	4	-	NO	-	-
Shri Sudhir Mankad	4	4	YES	10	1(C) & 3(M)
Shri S. K. Anand	4	4	YES	-	-
Dr. S. Sivaram <sup>3</sup>	4	3	YES	3	3(M)
Shri Umesh Asaikar <sup>4</sup>	4	3	YES	-	-

<sup>1</sup> Shri A. K. Dasgupta ceased to be a Director w.e.f. August 2, 2013.

<sup>2</sup> Shri M. R. B. Punja ceased to be a Director w.e.f. September 2, 2013.

<sup>3</sup> Dr. S. Sivaram was appointed as Additional Director w.e.f. May 9, 2013.

<sup>4</sup> Shri Umesh Asaikar has been appointed as the Executive Director w.e.f. May 9, 2013.

Note:

- (1) Number of directorships held in other companies excludes directorships in Private Limited Companies, Section 8 companies (previously Section 25 companies), Foreign Companies, Membership of Managing Committee of various chambers/bodies and alternate directorships.
- (2) Committee of Directors includes Audit Committee, Remuneration Committee and Shareholders/Investor Grievance Committee only.

### 3. COMMITTEES OF BOARD OF DIRECTORS

#### (i) Audit Committee

The Audit Committee comprises of the following members:

Name of Member	Designation	Category
Shri Sudhin Choksey	Chairman	Independent Director
Shri Sudhir Mankad	Member	Independent Director
Shri S. K. Anand	Member	Independent Director

The Company Secretary acts as Secretary to the Committee.

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Members of the Audit Committee possesses financial / accounting expertise / exposure.

The brief description of terms of reference of the Audit Committee are to oversee the Company's financial reporting process, to review Director's Responsibility Statement, changes, if any, in accounting policies and reasons for the same, qualifications in the draft audit report, performance of statutory and internal auditors, reports of Company's internal auditors and financial statements audited by the statutory auditors and also to review the internal control systems, information relating to Management Discussion and Analysis of financial condition and results of operations, statement of significant related party transactions, Management letters/letters of internal control weaknesses, if any, issued by the Statutory Auditors and the appointment, removal and terms of remuneration of the Statutory Auditors and Internal Auditors.

Four meetings of the Audit Committee were held during the year under review. The meetings of Audit Committee held on May 8, 2013, August 1, 2013, October 30, 2013 and February 6, 2014.

Attendances of each Director at the Audit Committee Meetings are as under:

Name of Member	No. of Audit Committee Meetings held	No. of Audit Committee Meetings attended
Shri M. R. B. Punja <sup>1</sup>	4	2
Shri A. K. Dasgupta <sup>2</sup>	4	2
Shri Sudhin Choksey	4	4
Shri Sudhir Mankad	4	4
Shri S. K. Anand	4	2

<sup>1</sup> Shri M. R. B. Punja ceased to be the Director w.e.f. September 2, 2013.

<sup>2</sup> Shri A. K. Dasgupta ceased to be a Member w.e.f. August 2, 2013.

## (ii) Stakeholders Relationship & Investors Grievance Committee

The Investors Grievance Committee constituted pursuant to Clause 49 of the Listing Agreement was reconstituted and renamed as Stakeholders Relationship & Investors Grievance Committee. The Committee's composition meets with requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Committee comprises of the following Directors:

Name of Member	Designation	Category
Shri S. K. Anand	Chairman	Independent Director
Shri A. C. Mehta	Member	Managing Director
Shri Umesh Asaikar	Member	Executive Director

The Company Secretary acts as Secretary to the Committee and he is also the Compliance Officer.

The brief terms of reference of the Committee is to look into redressal of complaints like transfer of shares, non-receipt of dividends, non-receipt of Annual Report etc. received from shareholders/investors and improve the efficiency in stakeholders and investors services, wherever possible. Continuous efforts are being made to ensure that grievances are more expeditiously redressed to the satisfaction of the investors.

The Company and Sharepro Services (India) Pvt. Ltd. (Registrar & Transfer Agent) attend to all the grievances of the Investors promptly on its receipt, either directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs etc.

The details of complainants received and resolved during the financial year ended March 31, 2014 as follow.

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	02	02	Nil

## (iii) Nomination & Remuneration Committee

A Remuneration Committee constituted pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges was reconstituted and renamed as Nomination and Remuneration Committee.

The terms of reference of Nomination and Remuneration Committee are as under:

- to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- such other functions as may be prescribed under the Companies Act, 2013 and Rules made thereunder and the Listing Agreement with the Stock Exchanges.
- to recommend to the Board, Salary, perquisites and commission to be paid to the Company's Managing / Whole-time Directors (MD/WTDs).

The Committee's composition meets with requirements of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Nomination & Remuneration Committee comprises of the following Directors:

Name of Member	Designation	Category
Shri Sudhir Mankad	Chairman	Independent Director
Shri S. K. Anand	Member	Independent Director
Shri Sudhin Choksey <sup>1</sup>	Member	Independent Director

<sup>1</sup> Shri Sudhin Choksey was inducted as a Member w.e.f. October 31, 2013.

The Company Secretary acts as Secretary to the Committee.

During the financial year 2013-14, the Nomination & Remuneration Committee met on May 9, 2013 and October 31, 2013.

The details of Managing Directors' & Executive Director's Remuneration during the Financial Year 2013-14 are as under:

Name	Salary	Perquisites & Allowances	Retirement Benefits	Commission / Variable Pay	(₹ in Lacs)
					Total
Shri D. C. Mehta	48.55	19.90	11.45	148.04	227.94
Shri A. C. Mehta	31.34	12.28	8.28	148.04	199.94
Shri Umesh Asaikar*	120.59	22.23	20.50	57.87	221.19

\* Shri Umesh Asaikar appointed as Executive Director with effect from May 9, 2013.

The Non- Executive Directors of the Company are paid sitting fees for attending the meeting of the Board or Committees thereof. Apart from the sitting fees, the Non-Executive Directors are also paid commission not exceeding 1% of the net profits of the Company for the year, computed in accordance with the provisions of Companies Act, 2013.

The details of remuneration paid/payable to Non-Executive Directors' for the Financial Year 2013-14 are as under:

Name	Sitting Fees	Commission	Total
Shri C. K. Mehta	80,000	2,50,000	3,30,000
Shri M. R. B. Punja <sup>1</sup>	70,000	3,25,000	3,95,000
Shri A. K. Dasgupta <sup>2</sup>	1,24,000	3,25,000	4,49,000
Shri Nimesh Kampani	80,000	2,50,000	3,30,000
Shri Sudhin Choksey	1,40,000	5,00,000	6,40,000
Dr. R. H. Rupp	30,000	1,00,000	1,30,000
Shri Sudhir Mankad	2,09,000	5,00,000	7,09,000
Shri S. K. Anand	1,79,000	5,00,000	6,79,000
Dr. S. Sivaram <sup>3</sup>	60,000	2,50,000	3,10,000
<b>Total</b>	<b>9,72,000</b>	<b>30,00,000</b>	<b>39,72,000</b>

<sup>1</sup> Shri M. R. B. Punja ceased to be a Director w.e.f. September 2, 2013.

<sup>2</sup> Shri A. K. Dasgupta ceased to be a Director w.e.f. August 2, 2013

<sup>3</sup> Dr. S. Sivaram has been appointed as an Additional Director w.e.f. May 9, 2013.

Details of shares held by the Non-Executive Directors in the Company as on March 31, 2014 is as under:

S. No.	Name of Non-Executive Director	No. of shares held
1	Shri C. K. Mehta	7839
2	Shri Nimesh Kampani	Nil
3	Shri Sudhin Choksey	Nil
4	Dr. R. H. Rupp	Nil
5	Shri Sudhir Mankad	Nil
6	Shri S. K. Anand	Nil
7	Dr. S. Sivaram	Nil

#### (iv) Corporate Social Responsibility Committee

Pursuant to the requirement of Section 135 of the Companies Act, 2013, a Corporate Social Responsibility Committee has been constituted by the Board.

The terms of reference of Corporate Social Responsibility Committee are as under:

- To formulate and recommend to the Board a Corporate Social Responsibility Policy ("CSR Policy").
- Recommend the amount of expenditure to be incurred on the activities listed in CSR Policy.
- Monitor the CSR Policy of the Company from time to time.
- Such other roles and functions as may be prescribed in the Companies Act, 2013 and Rules made thereunder.

The Committee's composition meets with requirements of Section 135 of the Companies Act, 2013. The Corporate Social Responsibility Committee comprises of the following Directors:

Name of Member	Designation	Category
Shri Sudhir Mankad	Chairman	Independent Director
Dr. S. Sivaram	Member	Independent Director
Shri D. C. Mehta	Member	Vice Chairman & Managing Director
Shri Umesh Asaikar	Member	Executive Director

#### (v) Project Committee

A Project Committee has been constituted by the Board which meets on specific need basis. The Project Committee is constituted inter alia to review the existing and future projects of the Company and to apprise the Board about progress of the projects and also recommend to the Board, approval of new projects.

The Project Committee comprises of the following Directors:

<b>Name of Member</b>	<b>Designation</b>	<b>Category</b>
Shri Sudhir Mankad	Chairman	Independent Director
Dr. R. H. Rupp	Member	Independent Director
Dr. S. Sivaram <sup>1</sup>	Member	Independent Director
Shri S. K. Anand	Member	Independent Director

<sup>1</sup> Dr. S. Sivaram was inducted as a Member with effect from October 31, 2013.

#### 4. GENERAL BODY MEETINGS

Details of last three Annual General Meeting held:

<b>Meeting</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
40 <sup>th</sup> AGM	August 5, 2011	10:30 A.M.	Hotel Surya Palace, Sayajigunj, Vadodara 390 005
41 <sup>st</sup> AGM	August 4, 2012	10:30 A.M.	Hotel Surya Palace, Sayajigunj, Vadodara 390 005
42 <sup>nd</sup> AGM	August 2, 2013	10:30 A.M.	Hotel Surya Palace, Sayajigunj, Vadodara 390 005

No Special Resolution was proposed at the 42<sup>nd</sup> Annual General Meeting.

During the year ended March 31, 2014, the Company has not passed any Special resolution through Postal Ballot as per the provisions of Companies Act, 1956 and the rules framed there under.

No Special resolution requiring approval of the Shareholders through Postal Ballot is being proposed at the ensuing Annual General Meeting. However, pursuant to Clause 35B of the Listing Agreement as amended vide SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, the members are provided with the facility to cast their vote electronically on all the resolutions set out in the Notice of 43<sup>rd</sup> Annual General Meeting.

#### 5. DISCLOSURE

- (i) There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large. However, normal trade transactions were entered into by the Company with the related parties. Disclosure on related party transactions as per Accounting Standard 18 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, are given in Note No. 32 in the Notes to the Financial Statements for the year ended March 31, 2014.
- (ii) There is no non-compliance by the Company nor any penalty or stricture imposed on the Company by any Stock Exchanges, SEBI or any other statutory authority on any matter relating to capital markets during the last three years.
- (iii) The Company has comprehensive risk management policy and the same is periodically reviewed by the Board of Directors of the Company.
- (iv) The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement in respect of Corporate Governance. The Company has not implemented the non-mandatory requirements enlisted by way of annexure to Clause 49 of the Listing Agreement except for the constitution of a Nomination & Remuneration Committee.
- (v) Disclosure of relationships between Directors inter-se: Shri C. K. Mehta is the father of Shri D. C. Mehta and Shri A. C. Mehta. None of the other Directors have any relationships inter-se.

#### 6. MEANS OF COMMUNICATION

The Quarterly and Half yearly results are published in widely circulating national and local dailies such as, The Economic Times (English and Gujarati); The Indian Express and The Financial Express (English and Gujarati). These are not sent individually to the shareholders.

The Company's results are displayed on Company's website.

No presentations were made to the institutional investors. However, presentations were made to Analysts and Brokerage Firms during the year under review.

#### 7. CODE OF CONDUCT

The Company has framed and adopted Code of Conduct for the members of the Board and the Senior Management in terms of Clause 49 of the Listing Agreement. The Code of Conduct has been circulated to all the members of the Board and Senior Management and the same is also posted on the Company's website at [www.deepaknitrite.com](http://www.deepaknitrite.com). The said Code lays the general principles designed to guide all directors and members of the Senior Management in making ethical decisions.

All Directors and members of the Senior Management have confirmed their adherence to the provisions of the said Code. A declaration to that effect signed by the Vice Chairman & Managing Director is given below:

#### DECLARATION

As per Clause 49 of the Listing Agreement with Stock Exchanges, this is to confirm that all the members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the Financial Year 2013-14.

Mumbai

May 2, 2014

**D. C. MEHTA**

Vice Chairman & Managing Director

## 8. MANAGEMENT DISCUSSION AND ANALYSIS

This Annual Report contains a report on Management Discussion and Analysis.

## 9. CEO / CFO CERTIFICATION

In accordance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges, Shri D. C. Mehta, Vice Chairman & Managing Director and Shri Sanjay Upadhyay, Chief Financial Officer of the Company, have certified to the Board that to the best of their knowledge and belief, the financial statements and cash flow statements present a true and fair view of the Company's affairs.

## 10. GENERAL SHAREHOLDER INFORMATION

### Annual General Meeting:

Day & Date	: Friday, August 8, 2014
Time	: 10.30 a.m.
Venue	: Hotel Surya Palace, Opp. Parsi Agiyari, Sayajigunj, Vadodara 390 005.
Date of Book Closure	: Monday, August 04, 2014 to Friday, August 08, 2014 (both days inclusive).
Dividend payment date	: On or after August 11, 2014 but within the statutory time limit of 30 days, subject to member's approval.

### Financial Calendar:

Results for the Quarter ending	Tentative Time of Reporting
June 30, 2014	On or before August 15, 2014
September 30, 2014	On or before November 15, 2014
December 31, 2014	On or before February 15, 2015
Audited Annual Accounts for the year ended March 31, 2015	On or before May 30, 2015

### Listing on Stock Exchanges:

The Company's Equity Shares are listed on the following Stock Exchanges:

BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE).

Listing fees for financial years 2013-14 and 2014-15 have been paid to both the exchanges.

Stock Code for Equity Shares (BSE): 506401

Stock Symbol for Equity Shares (NSE): DEEPAKNTR

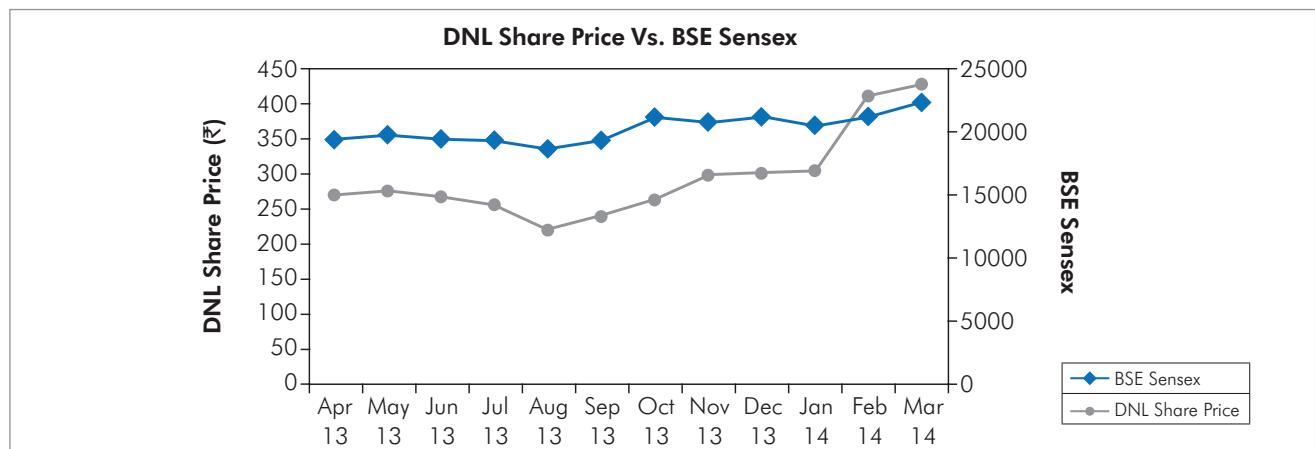
ISIN Number for Equity Shares (NSDL & CDSL): INE288B01011

### Market Price Data of Equity Shares:

Market Price Data - monthly High & Low during the year 2013-14 at BSE:

Month	High (₹)	Low (₹)	Month	High (₹)	Low (₹)
April, 2013	283.35	256.20	October, 2013	272.00	230.05
May, 2013	276.00	256.00	November, 2013	302.00	251.65
June, 2013	277.00	242.50	December, 2013	303.95	280.15
July, 2013	279.80	251.00	January, 2014	334.00	290.00
August, 2013	260.00	211.00	February, 2014	427.90	291.00
September, 2013	250.00	211.00	March, 2014	433.00	405.00

Source:www.bseindia.com



**Distribution of Shareholding as on March 31, 2014:**

Range	No. of Holders	%	No. of Shares	%
1 - 500	6790	86.96	835606	7.99
501 - 1000	571	7.31	402267	3.85
1001 - 5000	356	4.56	735132	7.03
5001 - 10000	43	0.55	294759	2.82
10001 & above	48	0.61	8186055	78.31
<b>TOTAL</b>	<b>7808</b>	<b>100.00</b>	<b>10453819</b>	<b>100.00</b>

**Shareholding Pattern as on March 31, 2014:**

Category of Shareholders	No. of Shares	% to Equity Capital
Promoters	5912907	56.56
Mutual Fund & Unit Trust of India	1800	0.02
Financial Institutions, Banks, Insurance Companies	115200	1.10
Foreign Institutional Investor	650000	6.22
Bodies Corporate	1125686	10.77
Non Resident Individuals	62971	0.60
Resident Individuals & Trust	2585255	24.73
<b>TOTAL</b>	<b>10453819</b>	<b>100.00</b>

The Company has not issued any GDRs/ADRs.

**Dematerialisation of Equity Shares:**

Electronic holding by Members comprises 97.07 % of the paid up equity capital of the Company as on March 31, 2014 held through National Securities Depository Limited and Central Depository Services (India) Limited.

**Share Transfer System:**

Securities lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialisation of securities are processed and the confirmation is given to the depositories within 15 days.

Pursuant to Clause 47 (c) of the Listing Agreement with Stock Exchanges, certificates, on half yearly basis have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulation, 1996, certificates have been received from a Company Secretary-in-Practice for timely dematerialisation of shares and for reconciliation of the share capital of the Company on a quarterly basis.

**Registrar and Share Transfer Agent:****M/s. Sharepro Services (India) Pvt. Ltd.: Unit: Deepak Nitrite Ltd.****Registered Office:**

13 AB, Samhita Warehousing Complex  
2nd Floor, Near Sakinaka Telephone Exchange  
Andheri – Kurla Road, Sakinaka, Andheri (East)  
Mumbai – 400 072  
Telephone Numbers:  
(022) 6772 0300, 6772 0400  
Fax Number: (022) 28591568, 28508927  
E-mail: sharepro@shareproservices.com

**Investor Relation Centre:**

912, Raheja Centre  
Free Press Journal Road  
Nariman Point  
Mumbai – 400 021  
Telephone Numbers:  
(022) 2282 5163, 2288 1569  
(022) 6613 4700,  
Fax Number: (022) 2282 5484  
E-mail: sharepro@shareproservices.com

**Address for Correspondence and Investor Assistance:**

Deepak Nitrite Limited  
9/10, Kunj Society  
Alkapuri  
Vadodara - 390 007  
Contact Person: Mr. Shailesh Vaidya  
Corporate Identity Number: L24110GJ1970PLC001735

Telephone Numbers: (0265) 235 1013,  
233 4481, 233 4482  
Fax No.: (0265) 233 0994  
E-mail: investor@deepaknitrite.com  
Website: www.deepaknitrite.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

**Unclaimed/Unpaid Dividend:**

As per the provisions of Section 205A read with Section 205C of the Companies Act, 1956, the Company is required to transfer unclaimed dividends, matured deposits and interest accrued thereon remaining unclaimed and unpaid for a period of seven years from the due date to the Investor Education and Protection Fund (IEPF) set by the Central Government.

Given below are the due dates for transfer of unclaimed and unpaid dividend to the Investors Education & Protection Fund (IEPF) by the Company:

Financial Year	Dividend Payment Date	Proposed Date for transfer to IEPF*
2006-2007	September 24, 2007	September 23, 2014
2007-2008	August 18, 2008	August 17, 2015
2008-2009	August 3, 2009	August 2, 2016
2009-2010	August 5, 2010	August 4, 2017
2010-2011	August 3, 2011	August 2, 2018
2011-2012	August 9, 2012	August 8, 2019
2012-2013	August 5, 2013	August 6, 2020

\* Indicative dates, actual date may vary.

**Plant Locations:**

<b>1. Nitrite &amp; Nitroaromatics Division</b> 4/12 GIDC Chemical Complex Nandesari - 391 340. Dist. Vadodara	<b>2. APL Division</b> Plot Nos. 1-6, 26, 27, 29-31 MIDC Dhatav, Roha - 402 116, Dist. Raigad.
<b>3. Talaja Chemical Division</b> Plot Nos. K/9-10, MIDC Talaja, Dist. Raigad - 410 208.	<b>4. Hyderabad Specialities Division:</b> Plot Nos. 90-F, 70-A & B and 22, Phase -I, Industrial Development Area, Jedimetla, Tal. Qutbyullapur Mandal, Dist. Ranga Reddy, Hyderabad 500 055.
<b>5. Dahej Division:</b> 12/B, GIDC, Dahej, Dist. Bharuch, Gujarat - 392 130	

**CERTIFICATE**

We have examined the compliance of conditions of Corporate Governance by DEEPAK NITRITE LIMITED for the year ended on March 31, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We have to state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Registrar & Transfer Agent and reviewed by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **B.K.KHARE & COMPANY**  
 Chartered Accountants  
 Firm Registration No. 105102W

**Prasad V Paranjape**  
 Partner  
 Membership No. 47296

Place: Mumbai  
 Date: May 2, 2014