

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

Name of the Company: NEOGEM INDIA LIMITED

Quarter ending on: 31<sup>st</sup> March 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	<b>49 I</b>		
(A) Composition of Board	49(IA)	Yes	The Board comprises of 4 Directors, 2 Executive & 2 Non-Executive Independent Directors. The Chairman is an Executive Director.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	N.A.	-----
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	-----
(D) Code of Conduct	49 (ID)	Yes	-----
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The Audit Committee comprises of 2 Non-Executive Independent Directors and 1 Executive Director. The Chairman of the Committee is a Non-Executive Independent Director.
(B) Meeting of Audit Committee	49 (IIB)	Yes	-----
(C) Powers of Audit Committee	49 (IIC)	Yes	-----
(D) Role of Audit Committee	49 (IID)	Yes	-----
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-----
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	N.A.	
<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	Disclosed in the Annual Report of 2012-13 and shall be disclosing in the Annual Report of 2013-14
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Disclosed in the Annual Report of 2012-13 and shall be disclosing in the Annual Report of 2013-14
(C) Board Disclosures	49(IV C)	Yes	Disclosed in the Annual Report of 2012-13 and shall be disclosing in the Annual Report of 2013-14
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A	The Company has received Rs.67,70,000 towards proceeds of

			the outstanding equity share warrants and the same has been utilized towards the working capital expenditure of the Company which was the object of the issue.
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in the Annual Report of 2012-13 and shall be disclosing in the Annual Report of 2013-14
(F) Management	49 (IV F)	Yes	Disclosed in the Annual Report of 2012-13 and shall be disclosing in the Annual Report of 2013-14
(G) Shareholders	49 (IV G)	Yes	Disclosed in the Annual Report of 2012-13 and shall be disclosing in the Annual Report of 2013-14
<b>V.CEO/CFO Certification</b>	<b>49 (V)</b>	Yes	Disclosed in the Annual Report of 2012-13 and shall be disclosing in the Annual Report of 2013-14
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	Disclosed in the Annual Report of 2012-13 and shall be disclosing in the Annual Report of 2013-14
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	Disclosed in the Annual Report of 2012-13 and shall be disclosing in the Annual Report of 2013-14

Place: Mumbai  
Date: 15<sup>th</sup> April 2014

For **Neogem India Limited**,

Sd/-

**Gaurav Doshi**  
**Chairman & Managing Director**