

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

Name of the Company: NEOGEM INDIA LIMITED

Quarter ending on: 31st December 2012

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---|
| I. Board of Directors | 49 I | | |
| (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 | ---- |
| II. Audit Committee | 49 (II) | | |
| (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 | ---- |
| III. Subsidiary Companies | 49 (III) | N.A. | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of Related Party Transactions | 49 (IV A) | Yes | Placed in Audit Committee, disclosed in the Annual Report of 2011-12 and shall be disclosing in the Annual Report of 2012-13 |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | Disclosed in the Annual Report of 2011-12 and shall be disclosing in the Annual Report of 2012-13 |
| (C) Board Disclosures | 49(IV C) | Yes | Placed in Audit Committee, Board meeting and also disclosed in the Annual Report of 2011-12 and shall be disclosing in the Annual Report of 2012-13 |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | N.A | -- |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Disclosed in the Annual Report of 2011-12 and shall be disclosing in the Annual Report of 2012-13 |
| (F) Management | 49 (IV F) | Yes | Disclosed in the Annual Report of 2011-12 and shall be disclosing in the Annual Report of 2012-13 |
| (G) Shareholders | 49 (IV G) | Yes | Disclosed in the Annual Report of 2011-12 and shall be disclosing in the Annual Report of 2012-13 |
| V. CEO/CFO Certification | 49 (V) | Yes | The same has been certified in the Board Meeting. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Disclosed in the Annual Report of 2011-12 and shall be disclosing in the Annual Report of 2012-13 |
| VII. Compliance | 49 (VII) | Yes | Disclosed in the Annual Report of 2011-12 and shall be disclosing in the Annual Report of 2012-13 |

Place: Mumbai

Date: 14th January 2013

For Neogem India Limited,

Sd/-

Director