

Name of the Company: **RAJASTHAN PETRO SYNTHETICS LIMITED**

Quarter Ending on: **30<sup>th</sup> JUNE, 2015**

## **Corporate Governance Report**

Particulars	Clause of Listing agreement		Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 I	1		
(A) Composition of Board	49(IA)		Yes	The Board was comprised of the following persons as on 30.06.2015: 1. Mr. B. R. Goyal- NED and ID (Chairman) 2. Mr. S.S. Shaktawat- NED 3. Mr. Rishabh Goel- NED 4. Ms. Sunita Rana- Woman Director, NED, ID
		2	Yes	Following are the Independent Directors: 1. Mr. B.R. Goyal- NED and ID 2. Ms. Sunita Rana- NED and ID
(B) Independent Directors	49 (IIB)	1	Yes	
		2	Yes	
		3	Yes	
		4	Yes	
		5	Yes	The Company shall disclose the criteria of performance evaluation laid down by Nomination Committee in its Next Annual Report.
		6	Yes	
		7	Yes	Familiarisation programme for Independent Directors has been disclosed on the Company's Website.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)		Yes	Payment of sitting fees to the Non-executive directors are within the limits prescribed under the Companies Act, 2013.
(D) Other provisions as to Board and Committees	49 (IID)	1	Yes	Directors have disclosed to the Company about the Committee positions they occupied in other Companies.
		2	Yes	
		3	Yes	
		4	Yes	
		5	Yes	
		6	Yes	

For Rajasthan Petro Synthetics Ltd

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(E) Code of Conduct	49 (IIE)	1	Yes	Code of Conduct has been posted on Company's website.
		2	Yes	Will be complied in the next Annual Report.
		3	Yes	
		4	Yes	
(F) Whistle Blower Policy	49 (IIF)	1	Yes	
		2	Yes	
		3	Yes	<ul style="list-style-type: none"> <li>Details of such mechanism has been disclosed on Company's website</li> <li>Such mechanism will be disclosed in the next Annual Report.</li> </ul>
<b>III. Audit Committee</b>	49 (III)			
(A) Qualified & Independent Audit Committee	49 (IIIA)	1	Yes	Audit Committee comprised of: Mr. B.R.Goyal- NED and ID (Chairman) Mr. S.S.Shaktawat- NED Ms. Sunita Rana- Women Director, NED & ID
		2	Yes	
		3	Yes	
		4	Yes	To be complied in the next Annual General Meeting of the Company.
		5	Yes	
		6	Yes	
(B) Meeting of Audit Committee	49 (IIIB)		Yes	
(C) Powers of Audit Committee 49	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)		NA	The Company has no subsidiary Company(s).
<b>VI. Risk Management</b>	49 (VI)		Yes	
<b>VII. Related Party Transactions</b>	49 (VII)		N.A.	There was no any material Related Party Transaction with related Parties.
<b>VIII. Disclosures</b>	49 (VIII)			
(A) Related party transactions	49 (VIIIA)	1	Yes	
		2	Yes	1. The policy on dealing with related parties has been disclosed on Company's website. 2. A Weblink shall be provided in the next Annual Report.
(B) Disclosure of Accounting Treatment	49 (IIIB)		Yes	
(C) Remuneration of Directors	49 (IIIC)	1	No	All disclosures would be complied in the next Annual Report.
		2	No	All disclosures would be complied in the next

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				Annual Report.
		3	No	To be complied in the next Annual Report.
		4	No	To be complied in the next Annual Report.
		5	Yes	To be complied in the next Annual Report.
(D) Management	49 (VIID)	1	No	Management Discussion and Analysis Report will be complied in the next Annual Report.
		2	Yes	
		3	Yes	Code of Conduct has been discussed on the Company's website.
(E) Shareholders	49 (VIIE)	1	No	Will be Complied in the next Annual Report.
		2	No	Will be Complied in the next Annual Report.
		3	Yes	
		4	Yes	
		5	Yes	Share Transfer authority has been delegated to the Registrar and Share Transfer Agent.
(F) Proceeds from public issues, rights issue, preferential issues, etc,	49 (VIIF)		N.A.	N.A.
IX. CEO/CFO Certification	49 (IX)		Yes	Will be Complied in the next Annual Report.
X. Report on Corporate Governance	49 (X)		Yes	Will be Complied in the next Annual Report.
XI. Compliance	49 (XI)		Yes	Will be Complied in the next Annual Report.

For Rajasthan Petrochemicals Ltd

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