

Quarterly Compliance Report on Corporate Governance

Name of the Company: RAJASTHAN PETRO SYNTHETICS LTD.

Quarter ended on: 31st December, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	<p>1. Ms. Sunita Rana was appointed as Woman Director w.e.f. 15.12.2014</p> <p>2. The present Board is comprised of the following persons: Sh B.R. Goyal- NED and ID (Chairman) Sh. S.S. Shaktawat- NED and ID Sh. Manoj Khemani- Executive Director Sh. Rishabh Goel- NED Ms. Sunita Rana- Woman Director, NED & ID</p>
(B) Independent Directors	49 (IIB)	Yes	<ul style="list-style-type: none"> Ms. Sunita Rana was appointed as Independent Director w.e.f. 15.12.2014 Letter of appointment was issued to Ms. Sunita Rana (as Independent Director) Terms & conditions of appointment is being disclosed on Company's website. Disclosure of such letter would be informed to the shareholders in the next Annual Report. The Company shall disclose the criteria of performance evaluation laid down by Nomination Committee in its next Annual Report.. Familiarisation programme for independent directors is being 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)	Yes	Directors have disclosed to the Company about the Committee positions they occupied in other Companies
(E) Code of Conduct	49 (IIE)	Yes	Declaration about compliance of Code of Conduct will be complied in the next Annual Report.
(F) Whistle Blower Policy	49 (IIF)	Yes	<ul style="list-style-type: none"> Vigil Mechanism/ Whistle Blower Policy was approved by the Board on 28.06.2014. Details of such mechanism is being disclosed on Company's website Details of such mechanism will be disclosed in the next Annual Report.


B2

III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	Audit Committee comprised of: Sh B.R.Goyal- NED and ID (Chairman) Sh. S.S.Shaktawat- NED and ID Ms. Sunita Rana-Woman Director, NED & ID
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Meetings are held in every quarter. Max. gap between meetings and Quorums therein are complied as per the Companies Act, 2013, SEBI regulations and Listing Agreement.
(C) Powers of Audit Committee	49 (IIIC)	Yes	Audit Committee has been exercising the Powers as required under the Companies Act, 2013, SEBI Regulations and Listing Agreement.
(D) Role of Audit Committee	49 (IIID)	Yes	Audit Committee has been performing the Roles as required under the Companies Act, 2013, SEBI Regulations and Listing Agreement.
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	The Committee reviewed the information required by the SEBI Regulations and Listing Agreement.
IV. Nomination and Remuneration Committee	49 (IV)	Yes	<p>1. The Board had constituted such Committee on 28th June, 2014 comprising of Sh B.R.Goyal- NED and ID (Chairman) Sh. S.S.Shaktawat- NED and ID Sh. Rishabh Goel – NED</p> <p>However, in due compliance with the requirements of the Companies Act, 2013, SEBI Regulations and Listing Agreement. the Board re-constituted such Committee on 15.12.2014 comprising of following NEDs: Sh B.R.Goyal- NED and ID (Chairman) Sh. S.S.Shaktawat- NED and ID Ms. Sunita Rana-NED & ID</p> <p>2. Remuneration policy and evaluation criteria will be disclosed in next Annual Report.</p>
V. Subsidiary Companies	49 (V)	N.A.	The Company has no subsidiary Company(s)
VI. Risk Management	49 (VI)	Yes	<p>1. The Board had constituted a Risk Management Committee on 7th November, 2014 comprised of the following: Sh B.R.Goyal- NED and ID (Chairman) Sh. S.S.Shaktawat- NED and ID Sh. Rishabh Goel – NED</p> <p>However on 15th December, 2014 the Board included Ms. Sunita Rana- NED & ID as another member of this Committee</p>
VII. Related Party Transactions	49 (VII)	N.A.	There was no any material Related Party Transaction with related parties

R

VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	N.A.	1. The policy on dealing with related parties is being disclosed on Company's website 2. Weblink shall be provided in the next Annual Report.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Accounting Standards have been followed in preparing Financial statements
(C) Remuneration of Directors	49 (VIII C)	Yes	All disclosures would be complied in the next Annual Report.
(D) Management	49 (VIII D)	Yes	1. Management Discussion and Analysis Report will be complied in the next Annual Report. 2. Code of Conduct has been disclosed on the Company's website
(E) Shareholders	49 (VIII E)	Yes	Will be complied in the next Annual Report
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	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 Petro Synthetics Ltd.


DIRECTOR