

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company** : **KRBL Limited**

**Quarter ending on** : **31.03.2008**

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	<p>The total strength of the Board of Directors of the Company is Ten and comprising of Five Executive &amp; Five Non-executive Directors and out of Ten, Five Directors are Independent Directors as the Chairman is an Executive Director.</p> <p>The Board of Directors of the Company had appointed Mr. Ashwani Dua and Mr. Shyam Arora as Additional Directors of the Company to strengthen the Board and appointed as confirmed directors of the company at the 14<sup>th</sup> Annual General Meeting of the members of the Company.</p> <p>Mr. Gautam Khaitan was appointed as Additional Director of the Company by the Board of Directors at their meeting held on 30.07.2007, to hold office till the conclusion of the 14<sup>th</sup> Annual General Meeting of the Members of the Company. As his appointment as confirmed directors was not recommended, he automatically ceased to be a director. He has been again appointed as an Additional Director by the Board of Directors at their meeting held on 27.10.2007 to hold office till the conclusion of 15<sup>th</sup> Annual General Meeting of the members of the Company.</p> <p>The Composition of Board of Directors of the Company has been change w.e.f. from 27.03.2008. Mr. Mahesh C Jain Non-Executive and Independent Director has resigned from the directorship w.e.f. 27.03.2008. Ms. Priyanka Mittal has been appointed as Whole Time Director and now she is a Executive Director.</p>
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	N.A.	<p>No remuneration or compensation is paid to any non-executive directors, however the Company has obtained necessary approval of shareholders to pay remuneration or compensation to non-executive directors. All pecuniary relationship or transactions have been disclosed in the 14<sup>th</sup> Annual Report for the year ended 31.03.2007.</p>

(C) Other provisions as to Board and Committees	49 (IC)	Yes	<p>All information included in the Annexure-1A which occurs during this quarter have been produced before the Board.</p> <p>No Director is a member in more than 10 Committees or act as Chairman of more than 5 Committees.</p>
(D) Code of Conduct	49 (ID)		<p>The Board has laid down a Code of Conduct for all Board Members and Senior Management personnel.</p> <p>All Board members and senior management personnel shall affirm compliance with the code on an annual basis. The Annual Report of the company for the year ended 31.03.2007 contains a declaration to this effect signed by the CEO.</p>
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	<p>The Company has a qualified and independent audit Committee.</p> <p>Mr. Mahesh C Jain has resigned from the office of Director and Membership/Chairmanship and Dr. N. K. Gupta and Ms. Priyanka Mittal have resigned as Member of Audit Committee w.e.f. 27.03.2008.</p> <p>Now the Composition of Audit Committee is as follows:</p> <ul style="list-style-type: none"> <li>- Mr. Ashwani Dua                      - Chairman/Member</li> <li>- Mr. Vinod Ahuja                      - Member</li> <li>- Mr. Gautam Khaitan                - Member</li> <li>- Mr. Anoop Kumar Gupta - Member</li> </ul> <p>Mr. Ashwani Dua, Mr. Vinod Ahuja and Mr. Gautam Khaitan are Non-Executive and Independent Directors and Mr. Anoop Kumar Gupta is Executive and Joint Managing Director of the Company.</p> <p>Mr. Ashwani Dua is the Chairman of the Audit Committee and he is an independent director.</p>
(B) Meeting of Audit Committee	49 (IIB)	Yes	<p>The minimum number of meetings will be complied. From 01.04.2007 to till date Four meeting has been held on 28.06.2007 to review the audited financial results for the year ended 31.03.2007 and on 30.07.2007 to review the unaudited financial results for the quarter ended 30.06.2007 and on 27.10.2007 to review the unaudited financial results for the quarter ended 30.09.2007 and on 29.01.2008 to review the unaudited financial results for the quarter ended 31.12.2007. The quorum was present at the meeting.</p>
(C) Powers of Audit Committee	49 (IIC)	Yes	<p>Necessary powers have been vested on the Audit Committee.</p>

(D) Role of Audit Committee	49 (IID)	Yes	The role of audit committee has been decided by the Board of Directors and same have been intimated to each member of the audit committee.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	The Audit Committee shall mandatorily review the information as required under this clause.
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	The Company is having no Indian Subsidiary Company.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	The related party transactions for the year 31.03.2007 have been disclosed in the 14 <sup>th</sup> Annual Report for the year ended 31.03.2007.
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Disclosures regarding different treatment from prescribed Accounting Standard shall be made whenever occurred.
(C) Board Disclosures	49 (IV C)	Yes	The company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures shall be periodically reviewed.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	<p>The Company had allotted on 16.06.2006 3000000 Equity Shares of Rs.10/- each at premium of Rs.80/- per share aggregating to Rs.2700 Lacs pursuant to conversion of 3000000 Zero Coupon Warrants of Rs.90/- each. Annual disclosure has been made in the 14<sup>th</sup> Annual Report. The funds raised was not utilized for purpose other than those stated in the offer document/notice/ prospectus.</p> <p>During the year 2007-08 no proceeds has been raised by the Company by way of Public Issue, Rights Issue, Preferential Issue, etc.</p>
(E) Remuneration of Directors	49 (IV E)	Yes	<p>Disclosure regarding Remuneration of Directors for the year ended 31.03.2007 has been made in the 14<sup>th</sup> Annual Report.</p> <p>The Board of Directors of the Company has decided to appoint Ms. Priyanka Mittal as Whole Time Director and compensate her by way remuneration w.e.f. 01.04.2008. Her appointment and payment of remuneration is subject to the approval of members of the Company.</p>
(F) Management	49 (IV F)	Yes	Disclosed in the 14 <sup>th</sup> Annual Report.

(G) Shareholders	49 (IV G)	Yes	<p>Information relating to appointment and re-appointment of Directors have been disclosed in the 14<sup>th</sup> Annual Report.</p> <p>The Company is registered with Electronic Data Information and Retrieval System (EDIFAR) website, maintained by National Informatics Center (NIC) on behalf of Securities and Exchange Board of India (SEBI). The Company is sharing the relevant information in that website.</p> <p>The Company has a Shareholders/investors Grievance Committee to specifically look into the redressal of shareholder and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc. Mr. Mahesh C Jain was the chairman of the committee upto 26.03.2008 and is a non-executive director.</p> <p>Mr. Mahesh C Jain has resigned from the office of Director and Membership/Chairmanship and Dr. N. K. Gupta and Ms. Priyanka Mittal have resigned as Member of Shareholders/ Investors Grievance Committee w.e.f. 27.03.2008.</p> <p>Now the Composition of Shareholders/ Investors Grievance Committee is as follows:</p> <ul style="list-style-type: none"> <li>- Mr. Ashwani Dua                      - Chairman/Member</li> <li>- Mr. Vinod Ahuja                      - Member</li> <li>- Mr. Gautam Khaitan                - Member</li> </ul> <p>The Company has delegated the power of share transfer to RTA, M/s. Alankit Assignments Limited.</p>
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	The 14 <sup>th</sup> Annual Report of the Company for the year ended 31.03.2007 contains CEO/CFO Certification.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	<p>Compliance has been made in the 14<sup>th</sup> Annual Report.</p> <p>Quarterly Compliance Report on Code of Corporate Governance for the quarter ended on 31.12.2007 was sent to the stock exchanges.</p>
<b>VII. Compliance</b>	49 (VII)	Yes	Disclosure for the year 31.03.2007 has been made in the 14 <sup>th</sup> Annual Report.