# SHRI KRISHNA DEVCON LIMITED

## Report of Corporate Governance

## (for the quarter ended on June 30, 2011)

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|---|---|---|
| | | | |
| **I Board of Directors** | 49 (I) | | |
| (A) Composition of Board | 49 (IA) | Yes | |
| (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 | |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 II(D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (IIE) | Yes | |
| **III. Subsidiary Companies** | 49 (III) | N. A | As there is no Subsidiary Company |
| **IV. Disclosures** | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IV A) | Yes | Will be given in the Annual Report of the Company. |
| (B) Disclosure of Accounting treatment | 49 (IV B) | Yes | Will be given in the Annual Report of the Company. |
| (C) Board Disclosures | 49 (IV C) | Yes | Will be given in the Annual Report of the Company. |
| (D) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | Yes | Company has issued 1,20,00,000 Warrants Convertible into Equity Shares of Rs. 10/- each at a premium of Rs. 10/- on 25.05.2011. Company has received 25% of Issue Price on application. |
| (E) Remuneration of Directors | 49 (IV E) | Yes | Will be given in the Annual Report of the Company. |
| (F) Management | 49 (IV F) | Yes | Will be given in the Annual Report of the Company. |
| (G) Shareholders | 49 (IV G) | Yes | |
| **V. CEO/CFO Certification** | 49 (V) | Yes | Will be given in the Annual Report of the Company. |
| **VI. Report on Corporate Governance** | 49 (VI) | Yes | |
| **VII. Compliance** | 49 (VII) | Yes | |

**For SHRI KRISHNA DEVCON LIMITED**

MUMBAI

**SUNIL JAIN**
**(MANAGING DIRECTOR)**