

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCEName of the Company : **KALYANPUR CEMENTS LIMITED**Quarter ended on : **31st March, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes / No/N.A.	Remarks
1	2	3	4
II. Board of Directors	49 (II)		
A) Composition of Board	49 (IIA)	Yes	
B) Independent Directors	49 (IIB)	Yes	
C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
D) Other provisions as to Board and Committees	49 (IID)	Yes	
E) Code of Conduct	49 (IIE)	Yes	
F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)	Yes	
A) Qualified and Independent Audit Committee	49 (IIIA)	Yes	
B) Meeting of Audit Committee	49 (IIIB)	Yes	
C) Powers of Audit Committee	49 (IIIC)	Yes	
D) Role of Audit Committee	49 (IIID)	Yes	
E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Not applicable	
VI. Risk Management	49 (VI)	*	* Policy has been framed. The approval of the Board of Directors will be obtained in the next Board Meeting to be held on 22.05.2015.
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
A) Related party transactions	49 (VIIIA)	Yes	
B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
C) Remuneration of Directors	49 (VIIC)	Yes	
D) Management	49 (VIID)	Yes	
E) Shareholders	49 (VIIE)	Yes	
F) Proceeds from public issue, rights issue, preferential issue, etc.	49 (VIIF)	Not applicable	No issue made by the Company
IX. CEO/CFO Certification	49(IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49(XI)	Yes	

For **KALYANPUR CEMENTS LIMITED**

(P.K. CHAUBEY)
**CFO AND CO. SECRETARY &
COMPLIANCE OFFICER**