

Name of Company: Assam Petro-Chemicals Limited

Quarter ending on: 31st December, 2014

Particulars	Clause of Listing Agreement	Compliance status Yes/No	Remarks
1	2	3	4
II. Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	Yes	Please refer to the note no. 1
(B) Independent Directors	49(II B)	Yes	Except evaluation of performance of the Board members.
(C) Non Executive Directors compensation & Disclosure	49(II C)	Yes	
(D) Other Provisions as to board of Directors	49(II D)	Yes	
(E) Code of Conduct	49(II E)	Yes	
(F) Whistle Blower Policy	49(II F)	No	
III. Audit Committee	49(III)		
(A) Qualified & Independent Audit Committee	49(III A)	Yes	
(B) Meeting of Audit Committee	49(III B)	Yes	
(C) Powers of Audit Committee	49(III C)	Yes	
(D) Role of Audit Committee	49(III D)	Yes	
(E) Review of information by Audit Committee	49(III E)	Yes	
IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49(V)	Yes	The company is having one subsidiary which is non-operational and in the process of winding-up.
VI. Risk Management	49(VI)	No	
VII. Related Party Transaction	49(VII)	N.A.	
VIII. Disclosures	49(VIII)	Yes	
(A) Related Party Transaction	49(VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	
(C) Remuneration of Directors	49(VIII C)	Yes	
(D) Management	49(VIII D)	Yes	


Uttam Baulung
CS Uttam Baulung, FC-7254
 Company Secretary
 Assam Petro-Chemicals Limited
 4th Floor, ORION Place, G.S. Road
 Guwahati-781 005, Assam



- 2 -

(E) Shareholders	49(VIII E)	Yes	
(I) Proceeds from Public Issues, Rights Issue, Preferential Issues, etc.	49(VIII I)	N.A.	No public issue, right issue or preferential issue made by the company during the quarter.
IX. CEO/CFO Certification	49(IX)	Yes	
X. Report on Corporate Governance	49(X)	Yes	
XI. Compliance	49(XI)	Yes	

Note 1: The company is going for voluntary delisting as per SEBI (Delisting of Equity Shares), 2009. Once the company is delisted, the Section 149 of the Companies Act, 2013 on appointment of woman director will ceased to be applicable. It is therefore the company hasn't appointed any woman director as per Clause 49 of the listing agreement during the intervening period till the delisting completes.


 CS Uttam Bailung, FCS-7254
 Company Secretary
 Assam Petro-Chemicals Limited
 4th Floor, ORION Place, G.S. Road
 Guwahati-781 005, Assam

