

ASSAM PETROCHEMICALS LIMITED
GUWAHATI
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE
FOR THE QUARTER ENDED 30TH SEPTEMBER, 2014**

| Particulars | Clause of listing agreement | Compliance Status (Yes/No) | Remarks |
|---|-----------------------------|----------------------------|--|
| 1 | 2 | 3 | 4 |
| I. Board of Directors | 49(I) | Yes | |
| (A) Composition of Board | 49(IA) | Yes | |
| (B) Non-executive Directors' compensation & disclosures | 49(IB) | Yes | |
| (C) Other provisions as to Board and Committees | 49(IC) | Yes | |
| (D) Code of Conduct | 49(D) | Yes | |
| II. Audit Committee | 49 (II) | Yes | |
| (A) Qualified & Independent Audit Committee | 49(IIA) | Yes | |
| (B) Meeting of Audit Committee | 49(II B) | Yes | |
| (C) Power of Audit Committee | 49(II C) | Yes | |
| (D) Role of Audit Committee | 49(II D) | Yes | |
| (E) Review of information by Audit Committee | 49(II E) | Yes | |
| III. Subsidiary Companies | 39(III) | Yes | |
| IV. Disclosures | 49(IV) | Yes | |
| (A) Basis of related party transactions | 49(IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49(IV B) | Yes | |
| (C) Board Disclosures | 49(IV B) | Yes | No deviation from Accounting Standards |
| (D) Proceeds from public issues, right issues, preferential issues etc. | 49(IV D) | NA | No issues |
| (E) Remuneration of Directors | 49(IV E) | Yes | |
| (F) Management | 49 (V F) | Yes | |
| (G) Shareholders | 49(V G) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | |
| VI. Report on Corporate Governance | 49 (VI) | Yes | |
| VII. Compliance | 49(VII) | Yes | |



Uttam Bailung
CS Uttam Bailung, FCS-7154
Company Secretary
Assam Petro-Chemicals Limited
4th Floor, ORION Place, G.S. Road
Guwahati-781 005, Assam