

## JENSON & NICHOLSON (INDIA) LIMITED

| Quarter End:                                                             | 30-September-2013           |                                |         |
|--------------------------------------------------------------------------|-----------------------------|--------------------------------|---------|
| Particulars                                                              | Clause of Listing agreement | Compliance Status<br>Yes/No/NA | Remarks |
| <b>I. Board of Directors</b>                                             | 49 (I)                      | Yes                            | NA      |
| (A) Composition of Board                                                 | 49 (I A)                    | Yes                            | NA      |
| (B) Non-executive Directors Compensation Disclosures                     | 49 (I B)                    | Yes                            | NA      |
| (C) Other Provisions as to Board and Committees                          | 49 (I C)                    | Yes                            | NA      |
| (D) Code of Conduct                                                      | 49 (I D)                    | Yes                            | NA      |
| <b>II. Audit Committee</b>                                               | 49 (II)                     | Yes                            | NA      |
| (A) Qualified & Independent Audit Committee                              | 49 (II A)                   | Yes                            | NA      |
| (B) Meeting of Audit Committee                                           | 49 (II B)                   | Yes                            | NA      |
| (C) Powers of Audit Committee                                            | 49 (II C)                   | Yes                            | NA      |
| (D) Role of Audit Committee                                              | 49 (II D)                   | Yes                            | NA      |
| (E) Review of Information by Audit Committee                             | 49 (II E)                   | Yes                            | NA      |
| <b>III. Subsidiary Companies</b>                                         | 49 (III)                    | NA                             | NA      |
| <b>IV. Disclosures</b>                                                   | 49 (IV)                     | Yes                            | NA      |
| (A) Basis of Related Party Transactions                                  | 49 (IV A)                   | Yes                            | NA      |
| (B) Disclosure of Accounting Treatment                                   | 49 (IV B)                   | Yes                            | NA      |
| (C) Board Disclosures                                                    | 49 (IV C)                   | Yes                            | NA      |
| (D) Proceeds From Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D)                   | NA                             | NA      |
| (E) Remuneration of Directors                                            | 49 (IV E)                   | Yes                            | NA      |
| (F) Management                                                           | 49 (IV F)                   | Yes                            | NA      |
| (G) Shareholders                                                         | 49 (IV G)                   | Yes                            | NA      |
| <b>V. CEO/CFO Certification</b>                                          | 49 (V)                      | Yes                            | NA      |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                     | Yes                            | NA      |
| <b>VII. Compliance</b>                                                   | 49 (VII)                    | Yes                            | NA      |

Quarterly Compliance Report on Corporate Governance

Name of the Company : Jenson & Nicholson (India) Ltd.

Quarter Ending on : 31.03.2010

| Particulars                                                              | Clause of Listing Agreement | Compliance Status (Yes/No)          | Remarks |
|--------------------------------------------------------------------------|-----------------------------|-------------------------------------|---------|
| <b>I. Board of Directors</b>                                             | 49 I                        |                                     |         |
| (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 (ID)                     | Yes                                 | -       |
| <b>II. Audit Committee</b>                                               | 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 (IID)                    | Yes                                 | -       |
| (E) Review of Information by Audit Committee                             | 49 (IIE)                    | Yes                                 | -       |
| <b>III. Subsidiary Companies</b>                                         | 49 III                      | N.A.                                | -       |
| <b>IV. Disclosures</b>                                                   | 49 IV                       |                                     |         |
| (A) Basis of related party transactions                                  | 49 (IVA)                    | Yes. Disclosed in the Annual Report | -       |
| (B) Board Disclosures                                                    | 49 (IVB)                    | Yes                                 | -       |
| (C) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IVC)                    | N.A.                                | -       |
| (D) Remuneration of Directors                                            | 49 (IVD)                    | Yes. Disclosed in the Annual Report | -       |
| (E) Management                                                           | 49 (IVE)                    | - Do -                              | -       |
| (F) Shareholders                                                         | 49 (IVF)                    | - Do -                              | -       |
| <b>V. CEO / CFO Certification</b>                                        | 49 (V)                      | - Do -                              | -       |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                     | Yes                                 | -       |
| <b>VII. Compliance</b>                                                   | 49 (VII)                    | Yes                                 | -       |

Quarterly Compliance Report on Corporate Governance

Name of the Company : Jenson & Nicholson (India) Ltd.

Quarter Ending on : 31.03.2010

| Particulars                                                              | Clause of Listing Agreement | Compliance Status (Yes/No)          | Remarks |
|--------------------------------------------------------------------------|-----------------------------|-------------------------------------|---------|
| <b>I. Board of Directors</b>                                             | 49 I                        |                                     |         |
| (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 (ID)                     | Yes                                 | -       |
| <b>II. Audit Committee</b>                                               | 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 (IID)                    | Yes                                 | -       |
| (E) Review of Information by Audit Committee                             | 49 (IIE)                    | Yes                                 | -       |
| <b>III. Subsidiary Companies</b>                                         | 49 III                      | N.A.                                | -       |
| <b>IV. Disclosures</b>                                                   | 49 IV                       |                                     |         |
| (A) Basis of related party transactions                                  | 49 (IVA)                    | Yes. Disclosed in the Annual Report | -       |
| (B) Board Disclosures                                                    | 49 (IVB)                    | Yes                                 | -       |
| (C) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IVC)                    | N.A.                                | -       |
| (D) Remuneration of Directors                                            | 49 (IVD)                    | Yes. Disclosed in the Annual Report | -       |
| (E) Management                                                           | 49 (IVE)                    | - Do -                              | -       |
| (F) Shareholders                                                         | 49 (IVF)                    | - Do -                              | -       |
| <b>V. CEO / CFO Certification</b>                                        | 49 (V)                      | - Do -                              | -       |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                     | Yes                                 | -       |
| <b>VII. Compliance</b>                                                   | 49 (VII)                    | Yes                                 | -       |

Quarterly Compliance Report on Corporate Governance

Name of the Company : Jenson & Nicholson (India) Ltd.

Quarter Ending on : 30.06.09

| Particulars                                                              | Clause of Listing Agreement | Compliance Status (Yes/No)          | Remarks |
|--------------------------------------------------------------------------|-----------------------------|-------------------------------------|---------|
| <b>I. Board of Directors</b>                                             | 49 I                        |                                     |         |
| (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 (ID)                     | Yes                                 | -       |
| <b>II. Audit Committee</b>                                               | 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 (IID)                    | Yes                                 | -       |
| (E) Review of Information by Audit Committee                             | 49 (IIE)                    | Yes                                 | -       |
| <b>III. Subsidiary Companies</b>                                         | 49 III                      | N.A.                                | -       |
| <b>IV. Disclosures</b>                                                   | 49 IV                       |                                     |         |
| (A) Basis of related party transactions                                  | 49 (IVA)                    | Yes. Disclosed in the Annual Report | -       |
| (B) Board Disclosures                                                    | 49 (IVB)                    | Yes                                 | -       |
| (C) Proceeds from public issues, rights issues, preferential issues etc. | 49 (IVC)                    | N.A.                                | -       |
| (D) Remuneration of Directors                                            | 49 (IVD)                    | Yes. Disclosed in the Annual Report | -       |
| (E) Management                                                           | 49 (IVE)                    | - Do -                              | -       |
| (F) Shareholders                                                         | 49 (IVF)                    | - Do -                              | -       |
| <b>V. CEO / CFO Certification</b>                                        | 49 (V)                      | - Do -                              | -       |
| <b>VI. Report on Corporate Governance</b>                                | 49 (VI)                     | Yes                                 | -       |
| <b>VII. Compliance</b>                                                   | 49 (VII)                    | Yes                                 | -       |

### Quarterly Compliance Report on Corporate Governance

Name of the Company : Jenson & Nicholson (India) Ltd.

Quarter Ending on : 30.06.2005

| Particulars                                  | Clause of Listing Agreement | Compliance Status (Yes/No)         | Remarks |
|----------------------------------------------|-----------------------------|------------------------------------|---------|
| 1                                            | 2                           | 3                                  | 4       |
| Board of Directors                           | 49 I                        | Yes                                | -       |
| Audit Committee                              | 49 II                       | Yes                                | -       |
| Shareholders / Investors Grievance Committee | 49 VI[C]                    | Yes                                | -       |
| Remuneration of Directors                    | 49 III                      | Complied with in the Annual Report | -       |
|                                              |                             |                                    |         |
| Board Procedures                             | 49 IV                       | Yes                                | -       |
| Management                                   | 49 V                        | Complied with in the Annual Report | -       |
| Shareholders                                 | 49 VI                       | Complied with During the AGM       | -       |
| Report on Corporate Governance               | 49 VII                      | Complied with in the Annual Report | -       |

ANNEXURE – “C”

**COMPLIANCE CERTIFICATE PLACED AT THE BOARD MEETING HELD  
ON 24<sup>TH</sup> NOVEMBER, 2006**

“Certified that as on and up to the date of this Certificate to the best of my knowledge and information received from all concerned, there has been due compliance with all the laws, orders, regulations and other legal requirements of the Central, State and other Government and Local Authorities concerning the business and affairs of this Company.

- a) That all the requirements of the Factories Act and the Rules made there under have been complied with and the requisitions, if any, made by the authorities under the Act, have been met with and satisfied.
- b) That there has been no breach by the Company of any of the provisions of the Industrial Disputes Act, Industrial Relations Act (s), Payment of Bonus Act and other Labour Legislation governing the Company and its establishments. However, there are delays in payment of dues as stated in the attachment.
- c) That all the provisions and requirements of the Foreign Exchange Management Act, 1999 and the Rules made there under have been fully complied with and that no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Act and Rules.
- d) That the Balance Sheet and Annual Return as required under the Companies Act, are / have been filed to the Registrar of Companies.
- e) That all sums required to be deducted in accordance with the provisions of the Income-Tax Act, 1961 have been properly deducted and further certified that all the sums so deducted are being paid progressively based on liquidity as per details attached.
- f) That proper deductions have been made from the salaries of the employees of the Company, as required by the Employees Provident Fund and Miscellaneous Provisions Act, 1952, and Employees State Insurance Act and Scheme there under and that such deductions are being paid progressively based on liquidity except for delays as per statement attached and correspondingly the prescribed particulars and forms have also been duly filed with these Authorities.

This Certificate is given by the undersigned with full knowledge that, on its faith and strength, full reliance is placed by the Board of Directors of the Company.

( S. P. SINHA )  
CHIEF EXECUTIVE

**COMPLIANCE CERTIFICATE PLACED AT THE  
BOARD MEETING HELD ON 8<sup>TH</sup> AUGUST, 2002**

“Certified that as on and up to the date of this Certificate to the best of my knowledge and information received from all concerned, there has been due compliance with all the laws, orders, regulations and other legal requirements of the Central, State and other Government and Local Authorities concerning the business and affairs of this Company and in particular :

- g) That all sums required to be deducted in accordance with the provisions of the Income-Tax Act, 1961 have been properly deducted and further certified that all the sums so deducted have been paid or will be paid within the prescribed time except on a few occasions when there has been some delay.
- h) That all the requirements of the Factories Act and the Rules made thereunder have been complied with and the requisitions, if any, made by the authorities under the Act, have been met with and satisfied.
- i) That there has been no breach by the Company of any of the provisions of the Industrial Disputes Act, Industrial Relations Act(s), Payment of Bonus Act and other Labour Legislation governing the Company and its establishments.
- j) That proper deductions have been made from the salaries of the employees of the Company, as required by the Employees Provident Fund and Miscellaneous Provisions Act, 1952, and Employees State Insurance Act and Scheme thereunder and that such deductions have been duly paid within the prescribed time except on a few occasions when there has been some delay and the prescribed particulars and forms have also been filed with these Authorities within the time allowed by the law.
- k) That all the provisions and requirements of the Foreign Exchange Management Act, 1999 and the Rules made thereunder have been fully complied with and that no act has been done or omitted to be done or transaction effected which can be regarded as being in violation of the said Act and Rules.
- l) That the Balance Sheet and Annual Return as required under the Companies Act, are / have been filed to the Registrar of Companies.

This Certificate is given by the undersigned with full knowledge that, on its faith and strength, full reliance is placed by the Board of Directors of the Company.

( J. S. CHATTERJEE )  
**JOINT MANAGING DIRECTOR**