



**Annexure-I B**

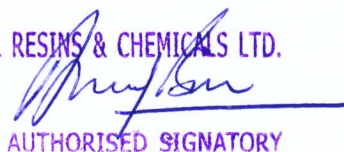
**FORMAT OF QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : M/S. REFNOL RESINS AND CHEMICALS LIMITED.

Quarter Ending On : 30<sup>th</sup> September 2011

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49 (I)		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executives Directors' Compensation and disclosures	49 (IB)	N.A.	None of the NED, including Independent director receives compensation except sitting fees.
(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.	There is no material non-listed Indian subsidiary Company. The Subsidiary Company is incorporated outside India and hence not applicable.

For, REFNOL RESINS & CHEMICALS LTD.



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Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A.)	Remarks
<b>IV. Disclosures.</b>	49 (IV)		
(A) Basis of related Party Transactions	49 (IV A)	Yes	
(B) Board Disclosures	49 (IV B)	Yes	
(C) Proceeds from Public Issue, Right Issue, Preferential Issue Etc.,	49 (IV C)	N.A.	
(D) Remuneration of Directors'	49 (IV D)	Yes	The required disclosure will be made in the Annual Report of 2011-12.
(E) Management	49 (IV E)	Yes	The required disclosure will be made in the Annual Report of 2011-12.
(F) Shareholders	49 (IV F)	Yes	Will be complied with at the next AGM.
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	The required disclosure will be made in the Annual Report of 2011-12.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	The compliance will be disclosed in the Annual Report of 2011-12.
<b>VII. Compliance</b>	49(VII)	Yes	The compliance will be disclosed in the Annual Report of 2011-12.

For, REFNOL RESINS & CHEMICALS LTD.

  
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