

Annexure - XI to the Listing Agreement

Format of Quarterly Compliance Report on Corporate Governance

Name of the Company : -Prakash Oils Limited
Quarter Ending on : -31st March, 2015

| Particulars | Clause Listing agreement | Compliance Status Yes/No | Remarks |
|---|--------------------------|--------------------------|---------|
| II. Board of Directors | 49 (II) | YES | |
| (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 & 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) | N.A. | |
| VI. Risk Management | 49 (VI) | YES | |
| 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 (VIII C) | YES | |
| (D) Management | 49 (VIII D) | YES | |
| (E) Shareholders | 49 (VIII E) | YES | |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII I) | N.A. | |

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---------|
| IX. CEO/CFO Certification | 49 (IX) | YES | |
| X. Report on Corporate Governance | 49 (X) | YES | |
| XI. Compliance | 49 (XI) | YES | |