

**NAVKETAN MERCHANTS LIMITED**

CIN: L51909WB1994PLC062027

12, Waterloo Street, Kolkata-700069, Tele:91-33-22485923

Email- info@navketanmerchants.com, Website: www.navketanmerchants.com

**Quarterly Compliance Report on Corporate Governance  
(In terms of the revised clause 49 of the listing agreement)**

Name of the Company: NAVKETAN MERCHANTS LIMITED

Quarter ended on: 30th June, 2015

Sl.No.	Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II.</b>	<b>Board of Directors</b>	49 (II)		-
(A)	Composition of Board	49 (IIA)	Yes	-
(B)	Independent Directors	49 (IIB)	Yes	-
(C)	Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	The Non - Executive Directors do not get any compensation except sitting fees for attending the Board / Board Committee Meetings
(D)	Other provisions as to Board and Committees	49 (IID)	Yes	-
(E)	Code of Conduct	49 (IIE)	Yes	The Board has already laid down code of conduct for all Board members and senior management of the company. Declaration on compliance of the code of conduct forms part of the Annual Report for the financial year ended on 31st March 2015.
(F)	Whistle Blower Policy	49 (IIF)	Yes	The company has already established a vigil mechanism enabling employees and directors to report concerns about unethical behaviour, fraud, etc, and the same has also been displayed on the website of the company.
<b>III.</b>	<b>Audit Committee</b>	49 (III)		-
(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	-
<b>IV.</b>	<b>Nomination and Remuneration Committee</b>	49 (IV)	Yes	-
<b>V.</b>	<b>Subsidiary Companies</b>	49 (V)	Yes	-

VI.	<b>Risk Management</b>	49 (VI)	Yes	The company has carried out detail exercise to identify the risk facing its business. These have been reviewed by the Audit Committee and the Board has also considered the same.
VII.	<b>Related Party Transactions</b>	49 (VII)	N.A.	-
VIII.	<b>Disclosures</b>	49 (VIII)		-
(A)	Related party transactions	49 (VIII A)	N.A.	-
(B)	Disclosure of Accounting Treatment	49 (VIII B)	Yes	Complied in the Annual Report for the financial year ended on 31st March 2015.
(C)	Remuneration of Directors	49 (VIII C)	Yes	Yes, the remuneration is paid to Director and it will appear in the financial statements of the relevant period.
(D)	Management	49 (VIII D)	Yes	-
(E)	Shareholders	49 (VIII E)	Yes	-
(F)	Disclosure of resignation of directors	49 (VIII F)	Yes	-
(G)	Disclosure of formal letter of appointment	49 (VIII G)	Yes	-
(H)	Disclosures in the Annual report	49 (VIII H)	Yes	Complied in the Annual Report for the financial year ended on 31st March 2015.
(I)	Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII I)	N.A.	No monies were raised through any public rights or preferential issues during the relevant quarter.
IX.	<b>CEO/CFO Certification</b>	49 (IX)	Yes	Complied in the Annual Report for the financial year ended 31st March 2015.
X.	<b>Report on Corporate Governance</b>	49 (X)	Yes	Complied in the Annual Report for the financial year ended on 31st March 2015.
XI .	<b>Compliance</b>	49 (XI)	Yes	Complied in the Annual Report for the financial year ended on 31st March 2015.

Date: 13/07/2015

For and behalf of  
**NAVKETAN MERCHANTS LIMITED**

Sd/-  
**Henal Kothari**  
Company Secretary