

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

Name of the Company: M/s. KAVERI SEED COMPANY LIMITED

Quarter ending on: 31<sup>st</sup> December 2012

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	491	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 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)	Yes	
(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 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	
<b>IV. Disclosures</b>	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 C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	Will be complied in the Annual Report
(F) Management	49 (IV F)	Yes	-do-
(G) Shareholders	49 (IV G)	Yes	Will be complied at the AGM
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Will be complied in the Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied in the Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	Will be complied at the AGM.

For Kaveri Seed Company Limited



*[Signature]*  
Wholetime Director