

## BLUE BLENDS (INDIA) LIMITED

*Regd. Off.: JBF House, 2<sup>nd</sup> Floor, Old Post Office Lane, Kalbadevi Road, Mumbai - 400 002  
Tel. 022 - 2208 59 51 / 52*

### Quarterly Compliance Report on Corporate Governance

Name of the Company : BLUE BLENDS (INDIA) LIMITED  
Quarter ending on : 31<sup>st</sup> December, 2013

	Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I.	Board of Directors	49 I		
	(A) Composition of Board	49(IA)	Yes	<p>The Board consists of the following Directors:</p> <p>1.Mr.Anand Arya – Chairman &amp; Managing Director 2.Mr.Suraj Dugar – Executive Director 3.Mr.S.K.Tambawalla–Independent Director 4.Mr.K.Parthasarathy–Independent Director 5.Mr.Pujaram Purohit–Independent Director</p> <p>The Board of Directors of the Company has an optimum combination of Executive and Independent Directors with not less than fifty percent of the Board of Directors comprising of Independent Directors. The Chairman of the Company is an Executive Director and half of the Board comprises of Independent Directors.</p>
	(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	<p>Only sitting fees is being paid to the Non-Executive Directors, required disclosures shall be made in the Annual Report.</p>
	(C) Other Provisions as to Board and Committees	49(IC)	Yes	<p>The Board meetings are held at least four times a year, with a maximum, time gap of four months between any two meetings.</p> <p>During the current quarter from October, 2013 to December, 2013 one Board Meeting was held on 11<sup>th</sup> November, 2013.</p> <p>None of the Directors of the Company is a member in more than ten committees or chairman of more than five committees across all companies in which he is a Director.</p>
	(D) Code of Conduct	49(ID)	Yes	<p>The Board of Directors has laid down a code of conduct for all board members and senior management of the Company. All the members and senior management personnel have affirmed compliance with the code at the end of the year and the annual report contains a declaration to this effect signed by the CEO.</p>

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II	Audit Committee	49 (II)		
	(A) Qualified & Independent Audit Committee	49(IIA)	Yes	<p>All members of the Audit Committee are financially literate and at least one member has accounting/related financial management expertise. The Chairman of the Audit Committee is an Independent Director.</p> <p>Presently the Audit Committee consists of the following :</p> <ol style="list-style-type: none"> <li>1 Mr. S.K.Tambawalla – Chairman</li> <li>2 Mr. Suraj Dugar – Member</li> <li>3 Mr. K Parthasarathy – Member</li> <li>4 Mr. Pujaram Purohit – Member</li> </ol>
	(B) Meeting of Audit Committee	49(II B)	Yes	<p>The Audit Committee holds meetings at least four times in a year and not more than four months elapse between two meetings.</p> <p>During the quarter from October, 2013 to December, 2013 one meeting of the Audit Committee was held on 11<sup>th</sup> November, 2013.</p>
	(C) Powers of Audit Committee	49(II C)	Yes	As per clause 49 (II C)
	(D) Role of Audit Committee	49(II D)	Yes	As per clause 49 (II D)
	(E) Review of Information by Audit Committee	49(II E)	Yes	As per clause 49 (II E)
III	Subsidiary Companies	49 (III)	Yes	One Independent Director on the board of the holding company has been appointed as Director on the board of the subsidiary Company namely, Blue Blends Equity Ltd.
IV	Disclosures	49(IV)		
	(A) Basis of related party transactions	49(IV A)	Yes	<p>A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the audit committee. Details of material individual transactions with related parties which, are not in the normal course of business is placed before the audit Committee whenever applicable. Details of material individual transactions with related parties or others, if any, which are not on an arm's length basis shall be placed before the audit committee, together with Management's justification for the same being given in the Annual Report.</p>
	(B) Disclosure of Accounting Treatment	49(IV B)	Yes	Where in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard would be followed, the fact shall be disclosed in the financial statements.

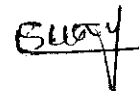
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	(C) Board Disclosures	49 (IV C)	Yes	---
	(D) Proceeds from public issues, rights issues, preferential issues etc.	49(IV D)	Not Applicable	---
	(E) Remuneration of Directors	49(IV E)	Yes	The Remuneration Committee consists of the following :  1. Mr. S.K.Tambawalla - Chairman 2. Mr. K.Parthasarathy - Member 3. Mr. Pujaram Purohit - Member  Other disclosures with regard to Remuneration to Directors had been made in the Annual Report for the year 2012-2013.
	(F) Management	49(IV F)	Yes	Management discussion and analysis report is given in the Annual Report for the year ended 31 <sup>st</sup> March, 2013.
	(G) Shareholders	49(IV G)	Yes	Complied in Annual Report of the Company for the year ended 31 <sup>st</sup> March, 2013.
V	CEO/CFO Certification	49 (V)	Yes	Complied in Annual Report of the Company for the year 2012-2013.
VI	Report on Corporate Governance	49 (VI)	Yes	A separate section on Corporate Governance is given in Annual Report for the year 2012-2013.
VII	Compliance	49 (VII)	Yes	A certificate from the Auditors regarding compliance of conditions of Corporate Governance is given in the Annual Report of 2012-2013.

For BLUE BLENDS (INDIA) LIMITED



**SURAJ DUGAR**  
**COMPLIANCE OFFICER**