

**REPORT ON CORPORATE GOVERNANCE FOR QUARTER ENDED 31.12.2013**  
(Pursuant to Clause 49 of Listing Agreement)

PARTICULARS	CLAUSES OF LISTING AGREEMENT	COMPLAINEE STATUS YES/NO/N.A.	REMARKS
<b>1. Board of Directors</b>	<b>49I</b>	--	
A. Composition of Board	49(IA)	Yes	
B. Non exe. Directors compensation & disclosures	49(IB)	Yes	
C. Other provisions as to Board & Committees	49(IC)	Yes	
D. Code of Conduct	49(ID)	Yes	
<b>II. Audit Committee</b>	<b>49(II)</b>	--	
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>	<b>49(III)</b>	<b>N.A.</b>	
<b>IV. Disclosures</b>	<b>49(IV)</b>	<b>Yes</b>	
A. Basis of related party transaction	49(IVA)	Yes	
B. Disclosure of Accounting Treatment	49(IVB)	Yes	
C. Board Disclosures	49(IVC)	Yes	
D. Proceeds from public/ rights/ pref. issue.	49(IVD)	N.A.	
E. Remunerations of Directors	49(IVE)	Yes	
F. Management	49(IVF)	Yes	
G. Shareholders	49(IVG)	Yes	
<b>V. CEO/CFO Certification</b>	<b>49(V)</b>	<b>Yes</b>	
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	<b>N.A.</b>	
<b>VII. Compliance</b>	<b>49(VII)</b>	<b>N.A.</b>	

Place : Surat

Date : 17.01.2014

For Kiran Syntex Limited

*M M Galiwala*

Managing Director/Director