



**B I O S C I E N C E S**  
**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Issuer: **HPC BIOSCIENCES LIMITED**

Quarter ending on: **30<sup>th</sup> September, 2014**

Flat No.6A,  
 40 Hanuman Road,  
 Connaught Palce  
 New Delhi - 110001  
 Email: hpcbiosci@yahoo.com

L24119DLE 2002 PLC 114028

| Particulars   | Clause of Listing Agreement | Compliance Status Yes / No | Remarks  |
|---|-----------------------------|----------------------------|--|
| <b>I. Board of Directors</b>                            | <b>52 (1)</b>               | YES                        | ---  |
| (A) Compliance of Board                                 | 52(IA)                      | YES                        | Optimum Combination of Executive, Non Executive and Independent Directors                    |
| (B) Non-Executive Directors' compensation & Disclosures | 52(IB)                      | YES                        | ---  |
| (C) Other Provisions as to Board & Committees           | 52(IC)                      | YES                        | ---  |
| (D) Code of Conduct                                     | 52(ID)                      | YES                        | The Code of Conduct adopted by the Company and same is posted on the website of the Company. |
| <b>II. Audit Committee</b>                              | <b>52 (II)</b>              | YES                        | ---  |
| (A) Qualified & Independent Audit Committee             | 52(IIA)                     | YES                        | As per Listing agreement and chaired by an Independent Director.                             |
| (B) Meeting of Audit Committee                          | 52(IIB)                     | YES                        | Gap between two meetings does not exceed more than 4 Months.                                 |
| (C) Powers of Audit Committee                           | 52(IIC)                     | YES                        | ---  |
| (D) Role of Audit Committee                             | 52(IID)                     | YES                        | ---  |
| (E) Review of Information by Audit Committee            | 52(IIE)                     | YES                        | ---  |
| <b>III. Subsidiary Companies</b>                        | <b>52 (III)</b>             | N.A                        | ---  |
| <b>IV. Disclosures</b>                                  | <b>52 (IV)</b>              | YES                        | ---  |
| (A) Basis of related Party Transactions                 | 52(IVA)                     | YES                        | Will be complied and disclosed in next Annual Report   |
| (B) Disclosure of Accounting Treatment                  | 52(IVB)                     | YES                        | Will be complied and disclosed in next Annual Report   |
| (C) Board Disclosures                                   | 52 (IVC)                    | YES                        | Will be complied and disclosed in next Annual  |



|   |          |     |   |
|---|----------|-----|---|
|   |          |     | Report.   |
| (D) Proceeds from public issues, rights issues, preferential issues | 52 (IVD) | Yes | Will be complied and disclosed in next Annual Report                    |
| (E) Remuneration of Directors                                       | 52(IVE)  | YES | Complied and disclosed in next Annual Report                            |
| (F) Management  | 52 (IVF) | YES | Management Report formed the part of Annual Report 2013-2014.           |
| (G) Shareholders  | 52 (IVG) | YES | Will be complied and disclosed in next Annual Report                    |
| V. CEO/CFO Certifications   | 52 (V)   | YES | Will be complied and disclosed in next Annual Report                    |
| VI. Report on Corporate Governance                                  | 52 (VI)  | YES | Corporate Governance Report formed the part of Annual Report 2013-2014. |
| VII. Compliance   | 52 (VII) | YES | Will be complied and disclosed in next Annual Report                    |

FOR HPC BIOSCIENCES LIMITED

  
  
**MADHU ANAND**  
**DIRECTOR**

Date: 10/10/2014

Place: New Delhi