

# Refine Holdings Ltd.

X

Date: 06/01/2014

The Secretary  
Calcutta Stock Exchange Association Limited  
7, Lyons Range,  
Kolkata-700001, INDIA

Sir/Madam,

**Sub: Submission of Quarterly Corporate Governance Report for the quarter ended 31.12.2013**

Please find enclosed herewith Quarterly Corporate Governance Report for the quarter ended 31.12.2013.

Thanking you,

Yours Faithfully,

REFINE HOLDINGS LIMITED  
REFINE HOLDINGS LTD.

*Rachal Sharma*

Director / Authorised Signatory  
DIRECTOR

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

NAME OF THE COMPANY		REFINE HOLDINGS LIMITED		
QUARTER ENDED ON		31 <sup>ST</sup> DECEMBER, 2013		
SL.NO	PARTICULARS	CLAUSE OF THE LISTING AGREEMENT	COMPLIANCE STATUS (YES /NO/N/A)	REMARKS
I	BOARD OF DIRECTORS	49(I)		
	A COMPOSITION OF BOARD	49(IA)	YES	
	B NON EXECUTIVE DIRECTORS COMPENSATION & DISCLOSURE	49(IB)	NA	
	C OTHER PROVISIONS AS TO BOARD AND COMMITTEES	49(IC)	YES	
	D CODE OF CONDUCT	49(ID)	YES	The Board of Directors has laid down a code of conduct for all members and senior management.
	AUDIT COMMITTEE	49(II)		
II	A QUALIFIED AND 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(II E)	YES	
III	SUBSIDIARY COMPANIES	49(III)	YES	The Company has three non-listed subsidiaries but none of them is a material non-listed Indian Subsidiary.
IV	DISCLOSURES	49(IV)		
	A BASIS OF RELATED PARTY TRANSACTION	49(IVA)	YES	
	B DISCLOSURES OF ACCOUNTING TREATMENT	49(IVB)	YES	
	C BOARD DISCLOSURES- RISK MANAGEMENT	49(IVC)	N.A	
	D PROCEEDS FROM PUBLIC ISSUES, RIGHT ISSUES, PREFERENTIAL ISSUES ETC.	49(IVD)	N.A	"Will be complied with in the next annual report"
	E REMUNERATION OF DIRECTORS .	49(IVE)	N.A	"Will be complied with in the next annual report"
	F MANAGEMENT	49(IVF)	N.A	"Will be complied with in the next annual report"
	G SHAREHOLDERS	49(IVG)	N.A	"Will be complied with in the next AGM"
V	CEO / CFO CERTIFICATION	49(V)	YES	
VI	REPORT ON CORPORATE GOVERNANCE	49(VI)	N.A	"Will be complied with in the next annual report"
VII	COMPLIANCE	49(VII)	N.A	"Will be complied with in the next annual report"

