



## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

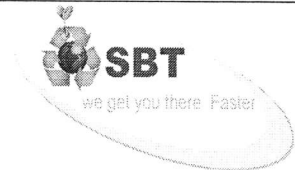
Name of the Company: Southern Online Bio Technologies Limited

Quarter ended on: 31<sup>st</sup> December 2015

| Particulars   | Clause of Listing Agreement | Compliance Status<br>Yes / No/ N.A. | Remarks  |
|---|-----------------------------|-------------------------------------|--|
| <b>II Board of Directors</b>                            | 49 (II)                     |                                     |  |
| (A) Composition of Board                                | 49 (IIA)                    | Yes                                 | -  |
| (B) Independent Directors                               | 49 (IIB)                    | Yes                                 | -  |
| (C) Non-Executive Directors' Compensation & Disclosures | 49 (IIC)                    | N.A.                                | No fee / compensation paid to the non-executive Directors including Independent Directors. |
| (D) Other Provisions as to Board and Committees         | 49 (IID)                    | Yes                                 | -  |
| (E) Code of Conduct                                     | 49 (IIE)                    | Yes                                 | -  |
| (F) Whistle Blower Policy                               | 49 (IIF)                    | Yes                                 | -  |
| <b>III Audit Committee</b>                              | 49 (III)                    |                                     |  |
| (A) Qualified & Independent Audit Committee             | 49 (IIIA)                   | Yes                                 | Chairman of the Audit Committee is an Independent Director.                                |
| (B) Meeting of Audit Committee                          | 49 (IIIB)                   | Yes                                 | -  |
| (C) Powers of Audit Committee                           | 49 (IIIC)                   | Yes                                 | -  |
| (D) Role of Audit Committee                             | 49 (IIID)                   | Yes                                 | -  |
| (E) Review of Information by Audit Committee            | 49 (IIIE)                   | Yes                                 | -  |
| <b>IV. Nomination and Remuneration Committee</b>        | 49 (IV)                     | Yes                                 | -  |
| <b>V. Subsidiary Companies</b>                          | 49 (V)                      | N.A.                                | The Subsidiary Company is not a material non-listed Indian Company.                        |

For SOUTHERN ONLINE BIO TECHNOLOGIES LTD

Company Secretary




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|--|-------------|------|--|
| <b>VI. Risk Management</b>             | 49 (VI)     | Yes  | The Company has complied with the procedures to inform Board members about the risk assessment as per Clause 49(VI)  |
| <b>VII. Related Party Transactions</b> | 49 (VII)    | N.A. | -  |
| <b>VIII. Disclosures</b>               | 49 (VIII)   | -    | -  |
| (A) Related Party Transactions         | 49 (VIII A) | N.A. | There is no related party transaction to be placed before the committee during this quarter.   |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | N.A. | The Company is following prescribed Accounting Standards, so there is no different treatment from prescribed Accounting Standards in the preparation of Financial Statements.                                  |
| (C) Remuneration of Directors          | 49 (VIII C) | Yes  | There are no pecuniary relationships or transactions with the non-executive directors and no remuneration is paid to directors and the other necessary details were disclosed to the respective Annual Report. |
| (D) Management                         | 49 (VIII D) | Yes  | Management discussion and Analysis Report to the Shareholders and the other relevant information under this head were included in the respective Annual Report.  |

For SOUTHERN ONLINE BIO TECHNOLOGIES LTD

  
 Company Secretary

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|---|-------------|------|--|
|   |             |      |   |
| (E) Shareholders  | 49 (VIII E) | Yes  | The Company has been complying with all the provisions given under Clause 49(VIII E).  |
| (F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc., | 49 (VIII F) | N.A. | The Company has not raised funds during the Quarter.   |
| IX. CEO/ CFO Certification  | 49 (IX)     | Yes  | The Company has complied and approved the Annual Accounts for the F.Y. 2014-15.  |
| X. Report on Corporate Governance   | 49 (X)      | Yes  | A Report on Corporate Governance has been submitted along with the Annual Report for the F.Y. 2014-15.   |
| XI. Compliance  | 49 (XI)     | Yes  | A Compliance Report on Corporate Governance certified by the Auditors of the Company has been submitted along with the Annual Report for the F.Y. 2014-15. |

**For Southern Online Bio Technologies Limited**

  
**G Anupama**  
**Company Secretary**



Date: 13<sup>th</sup> January 2016