

**TAMILNADU PETROPRODUCTS LIMITED**

Registered Office & Factory : Manali Express Highway, Manali, Chennai-600068

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Website: www.tnpetro.com CIN: L23200TN1984PLC010931 E-Mail: cs@tnpetro.com

Quarter ended on : 30-Sep-2015

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|--|
| I. Board of Directors | 49 II | - | - |
| (A) Composition of Board | 49 II A | Yes | - |
| (B) Independent Directors | 49 II B | Yes | - |
| (C) Non-executive Directors compensation & disclosures | 49 II C | Yes | Disclosed in the Annual Report (AR) for the year 2014-15. For the year 2015-16, will be disclosed in the respective AR. |
| (D) Other provisions as to Board and Committees | 49 II D | Yes | - |
| (E) Code of Conduct | 49 II E | Yes | - |
| (F) Whistle Blower Policy | 49 II F | Yes | - |
| II. Audit Committee | 49 III | - | - |
| (A) Qualified & Independent Audit Committee | 49 III A | Yes | - |
| (B) Meeting of Audit Committee | 49 III B | Yes | - |
| (C) Powers of Audit Committee | 49 III C | Yes | - |
| (D) Role of Audit Committee | 49 III D | Yes | - |
| (E) Review of Information by Audit Committee | 49 III E | Yes | - |
| III. Nomination and Remuneration Committee | 49 IV | Yes | - |
| IV. Subsidiary Companies | 49 V | Yes | - |
| V. Risk Management | 49 VI | Yes | - |
| VI. Related Party Transactions | 49 VII | Yes | - |
| VII. Disclosures | 49 VIII | - | - |
| (A) Related party transactions | 49 VIII A | Yes | Disclosed in the Annual Report (AR) for the year 2014-15. For the year 2015-16, will be disclosed in the respective AR. |
| (B) Disclosure of Accounting Treatment | 49 VIII B | Yes | Disclosed in the Annual Report (AR) for the year 2014-15. For the year 2015-16, will be disclosed in the respective AR. |
| (C) Remuneration of Directors | 49 VIII C | Yes | Disclosed in the Annual Report (AR) for the year 2014-15. For the year 2015-16, will be disclosed in the respective AR. |
| (D) Management | 49 VIII D | Yes | - |
| (E) Shareholders | 49 VIII E | Yes | - |
| (I) Proceeds from public issues, rights issue, preferential issues, etc | 49 VIII I | NA | The Company has not made any issue of shares |
| III. CEO/CFO Certification | 49 IX | Yes | - |
| X. Report on Corporate Governance | 49 X | Yes | Disclosed in the Annual Report (AR) for the year 2014-15. For the year 2015-16, will be disclosed in the respective AR. |
| X. Compliance | 49 XI | Yes | Annual certificate of compliance issued by the auditors furnished in the Annual Report. Quarterly compliance reports are submitted to the exchange periodically and uploaded in the website of the company |