

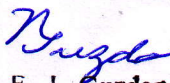
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of The Company : The Standard Batteries Ltd

Quarterly ending on : 31st March, 2014

| Sr No. | Particulars | Clause of listing Agreement | Compliance Status (Yes / No) | Remark |
|--------|--|-----------------------------|------------------------------|--|
| | 1 | 2 | 3 | 4 |
| I | Board of Directors | 491 | Yes | |
| A) | Composition of Board | 49 (IA) | Yes | The Company has 5 Directors out of which one is Wholtime Director and the <u>Chairman is Non-Executive</u> |
| B) | Non-Executive Directors compensation and disclosures | 49 (IB) | Yes | Only sitting fees are paid |
| C) | Other Provision as to Board and Committee | 49 (IC) | Yes | |
| D) | Code of conduct | 49 (ID) | Yes | |
| II | Audit Committee | 49 II | | |
| A) | Qualified & independent Audit committee | 49(IIA) | Yes | |
| B) | Meeting of Audit Committee | 49(II B) | Yes | |
| C) | Power of Audit Committee | 49(II C) | Yes | |
| D) | Roll of Audit Committee | 49 II(D) | Yes | |
| E) | Review of Information of Audit Committee | 49 (II E) | Yes | |
| III | Subsidiary Companies | 49(III) | N.A | |
| IV | Disclosures | 49 (IV) | | |
| A) | Basis of related party transaction | 49 (IVA) | Yes | Accounting Standard is followed |
| B) | Disclosure of Accounting Treatment | 49 (IVB) | Yes | |
| C) | Board Disclosures | 49 (IVC) | Yes | |
| D) | Proceeds from Public Issues, rights issues, preferential issues etc. | 49 (IVD) | N.A. | |
| E) | Remuneration of Directors. | 49(IV E) | Yes | |
| F) | Management | 49(IV F) | Yes | |
| G) | Shareholders | 49(IV G) | Yes | |
| V | CEO/CFO Certification | 49(V) | Yes | Given only annually in the Annual Report |
| VI | Report of Corporate Governance | 49(VI) | Yes | |
| VII | Compliance | 49(VII) | Yes | |

For The Standard Batteries Limited


F. J. Guzdar
 Director.