

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: **NEOGEM INDIA LIMITED**

Quarter ending on: **30th JUNE 2011**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	Yes	The Board comprises of 4 Directors, 2 Executive & 2 Non-Executive Independent Directors. The Chairman is an Executive Director.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	N.A.	-----
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	-----
(D) Code of Conduct	49 (ID)	Yes	-----
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The Audit Committee comprises of 2 Non-Executive Independent Directors and 1 Executive Director. The Chairman of the Committee is a Non-Executive Independent Director.
(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 (IIE)	Yes	----
III. Subsidiary Companies	49 (III)	N.A.	-----
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	Disclosed in the Annual Report of 2009-2010 and shall be disclosing in the Annual Report of 2010-11

(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	Disclosed in the Annual Report of 2009-2010 and shall be disclosing in the Annual Report of 2010-2011
(C) Board Disclosures	49 (IV C)	Yes	Disclosed in the Annual Report of 2009-2010 and shall be disclosing in the Annual Report of 2010-11
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A.	-----
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in the Annual Report of 2009-2010 and shall be disclosing in the Annual Report of 2010-2011
(F) Management	49 (IV F)	Yes	Disclosed in the Annual Report of 2009-2010 and shall be disclosing in the Annual Report of 2010-2011
(G) Shareholders	49 (IV G)	Yes	Disclosed in the Annual Report of 2009-2010 and shall be disclosing in the Annual Report of 2010-2011
V.CEO/CFO Certification	49 (V)	Yes	Disclosed in the Annual Report of 2009-2010 and shall be disclosing in the Annual Report of 2010-2011
VI. Report on Corporate Governance	49 (VI)	Yes	Disclosed in the Annual Report of 2009-2010 and shall be disclosing in the Annual Report of 2010-2011
VII. Compliance	49 (VII)	Yes	Disclosed in the Annual Report of 2009-2010 and shall be disclosing in the Annual Report of 2010-2011

Place: Mumbai

Date: 15th July, 2011

For Neogem India Limited,

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Director