

**Report on Corporate Governance as per Clause 49**  
As on Quarter Ended 31 December 2013

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	No	Since the Company is not carrying on any business due to the continuous losses, no new appointments have been made in the company.
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	No Compensation was paid
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	No	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	No	Since the Company is not carrying on any business due to the continuous losses, no new appointments have been made in the company.
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	Company has no subsidiary
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	Incorporated every year in the Annual Report of the Company and for the current quarter, it will form part of Annual Report for the financial year ended 2013-14
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V.CEO/CFO Certification</b>	49 (V)	Yes	Incorporated every year in the Annual Report of the Company.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Incorporated every year in the Annual Report of the Company and for the last quarter the report was submitted within a stipulated period of 15 days from the end of the quarter.
<b>VII. Compliance</b>	49 (VII)	Yes	Compliance Certificate for the year 2013-14 will form a part of Annual Report for the year 2013-14

For B J Duplex Boards Limited

*Vishal Bhatnagar*  
Authorized Signatory