

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : Brescon Corporate Advisors Ltd.

Quarter ending on : 30<sup>th</sup> September 2009

| <u>Particulars</u>  | <u>Clause of Listing Agreement</u> | <u>Compliance Status</u><br><u>Yes / No</u> | <u>Remarks</u> |
|---|------------------------------------|---|----------------|
| 1   | 2                                  | 3   | 4              |
| <b>I Board of Director</b>  | 49 I                               |   |                |
| (A) Composition of Board  | 49(IA)                             | Yes   | --             |
| (B) Non-executive director Composition & disclosure                   | 49 (IB)                            | Yes   | --             |
| (C) Other provisions as to Board Committee                            | 49 (IC)                            | Yes   | --             |
| (D) Code of Conduct   | 49 (ID)                            | Yes   | --             |
| <b>II. Audit Committee</b>  | 49 II                              | Yes   |                |
| (A) Qualified & Independent Audit Committee                           | 49 (IIA)                           | Yes   | --             |
| (B) Meeting of Audit Committee  |                                    | Yes   | --             |
| (C) Powers of Audit Committee<br>49 (IIC)                             | 49 (IIB)                           | 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)                           | Yes   |                |
| <b>IV. Disclosures</b>  | 49 (IV)                            |   |                |
| (A) Basis of Related Party disclosures                                | 49 (IVA)                           | Yes   | --             |
| (B) Disclosure of Accounting Treatment                                | 49 (IVB)                           |   |                |
| (C) Board of Disclosure   | 498 (IVC)                          | Yes   | --             |
| (D) Proceeds from Public Issue, Rights Issue, Preferential Issue etc. | 49 (IVD)                           | Yes   | --             |
| (E) Remuneration of Directors   | 49 (IVE)                           | Yes   | --             |
| (F) Management  | 49 (IVF)                           | Yes   | --             |
| (G) Shareholders  | 49 (IVG)                           | Yes   | --             |

|   |          |     |  |
|---|----------|-----|--|
| <b>V. CEO / CFO Certification</b>         | 49 (V)   | Yes | For the year 2008-09 placed before the Board Meeting held on 30 <sup>th</sup> September 2009 |
| <b>VI. Report on Corporate Governance</b> | 49 (VI)  | Yes | For the year 2008-09 report on Corporate Governance circulated to members with Annual Report |
| <b>VII. Compliance</b>                    | 49 (VII) | Yes | --   |