

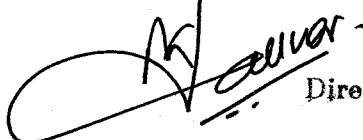
**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**NAME OF THE COMPANY : RAJASTHAN GASES LIMITED**  
**QUARTER ENDING ON : 31.03.2008**

| Particulars   | Clause of Listing agreement | Compliance Status - Yes/No | Remarks   |
|---|-----------------------------|----------------------------|---|
| <b>I Board of Directors - 49(I)</b>   |                             |                            |   |
| ⇒ (A) Composition of Board  | 49(I) (A)                   | NO                         | The Company has no optimum combination of Executive, Non-Executive & Independent Directors.   |
| ⇒ (B) Non executive directors' compensation and disclosures                 | 49(I) (B)                   | N.A.                       | No compensation paid to any Director.   |
| ⇒ (C) Other provisions as to Board and committees                           | 49(I) (C)                   | YES                        |   |
| ⇒ (D) Code of Conduct   | 49(I) (D)                   | NO                         | The company has no website to post its Code of Conduct.   |
| <b>II Audit Committee: 49(II)</b>   |                             |                            |   |
| ⇒ (A) Qualified and Independent Audit Committee                             | 49(II) (A)                  | NO                         | The Audit Committee of the Company is not constituted as per requirement of clause 49.  |
| ⇒ (B) Meeting of Audit Committee  | 49(II) (B)                  | YES                        |   |
| ⇒ (C) Powers of Audit Committee   | 49(II) (C)                  | YES                        |   |
| ⇒ (D) Role of Audit Committee   | 49(II) (D)                  | YES                        |   |
| ⇒ (E) Review of Information by the Audit committee                          | 49(II) (E)                  | YES                        |   |
| <b>III Subsidiary Companies - 49(III)</b>                                   |                             |                            |   |
|   | 49(III)                     | NA                         | The Company has no subsidiaries.  |
| <b>IV Disclosures: 49(IV)</b>   |                             |                            |   |
| ⇒ (A) Basis of related party transactions                                   | 49(IV A)                    | YES                        |   |
| ⇒ (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)                    | NA                         | The Company has not come out with any Public Issue, Rights Issue, Preferential Issue, etc.  |
| ⇒ (E) Remuneration of Directors   | 49(IV E)                    | YES                        | No remuneration etc., paid to any Director.   |
| ⇒ (F) Management  | 49(IV F)                    | NO                         | No Management Discussion and Analysis report attached with Annual Report  |
| ⇒ (G) Shareholders  | 49(IV G)                    | YES                        |   |
| <b>V CEO/CFO Certification- 49 (V)</b>                                      |                             |                            |   |
|   | 49(V)                       | YES                        |   |
| <b>VI Report on Corporate Governance -49 (VI)</b>                           |                             |                            |   |
|   | 49(VI)                      | YES                        | Though the same has been incorporated in the Annual Report, the quarterly compliance report has not been submitted within the prescribed time |
| <b>VII Compliance - 49 (VII)</b>  |                             |                            |   |
|   | 49(VII)                     | YES                        |   |

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**For Rajasthan Gases Ltd.**

  
Director.