

Quarterly Compliance Report on Corporate Governance.

Name of Company: OCTAL CREDIT CAPITAL LTD.
 Quarter ending on : 31/12/2012

| Particulars | Clause of Listing Agreement | Compliance Status (Yes / No) | Remarks |
|--|-----------------------------|------------------------------|---------|
| I. Board of Directors | 49 I | | |
| (A) Composition of Board | 49 (IA) | Yes | |
| (B) Non-executive Director's Compensation & Disclosure | 49 (IB) | Yes | |
| (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 | |
| (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 (IVA) | Yes | |
| (B) Board Disclosures | 49 (IVB) | Yes | |
| (C) Proceeds from public issues, rights issues, Preferential issues etc. | 49 (IVC) | N.A. | |
| (D) Remuneration of Directors | 49 (IVD) | Yes | |
| (E) Management | 49 (IVE) | Yes | |
| (F) Shareholders | 49 (IVF) | Yes | |
| V. CEO / CFO Certification | 49 V | Yes | |
| VI. Report on Corporate Governance | 49 VI | Yes | |
| VII. Compliance | 49 VII | Yes | |

