

SURYA INDIA LIMITED

Registered Office : B-1/H-3
Mohan Co-operative Indl. Estate
Main Mathura Road
New Delhi - 110044
tel. : +91 11 45204115
fax : +91 11 28898016
email : cs@haldiram.com
Website : www.suryaindialtd.com
CIN : L74899DL1985PLC019991

13th October, 2015

The Manager-Listing
BSE Limited,
P J Towers, Dalal Street
Mumbai - 400001

Sub: Submission of Corporate Governance Report under Clause 49 for the quarter ended on 30th September, 2015.

Ref.: Surya India Limited (Scrip Code 539253)

Dear Sir/Madam,

Please find enclosed herewith Corporate Governance Report in compliance of Clause 49 of the Listing Agreement for the quarter ended on 30th September, 2015 signed by the Compliance Officer of the Company.

We request you to take it in your record.

Thanking you,

For Surya India Limited


Jitesh Grover
(Company Secretary
& Compliance Officer)
M. No. F-7542



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Quarterly Compliance Report on Corporate Governance

Name of Company: Surya India Limited

Quarter Ending: 30th September, 2015

	Clause of Listing Agreement	Compliance Status Yes/No	Remarks	
II. Board of Directors				
(A)	Composition of Board	49 (IIA)	Yes	The Board of Directors consists of total 5 (five) Directors including 2 (two) Women Directors. There are 2 (two) Executive Directors and 3 (three) Non-Executive Directors. The ratio of Executive Director to Non-Executive Director is 2:3 and also the ratio of Independent to Non-Independent Director is 2:3.
(B)	Independent Directors	49 (IIB)	Yes	The Company has 2 (two) Independent Directors namely Mr. Ganesh Dass Agarwal who is also the Chairman of the Board and Mr. Kishan Behari Jain in compliance of the Clause 49 (IIB).
(C)	Non-Executive Directors' Compensation & Disclosures	49 (IIC)	N.A.	No Compensation / fee are paid to Non- Executive Directors of the Company.
(D)	Other Provisions as to Board and Committees	49 (IID)	Yes	Proper Board Meetings/ Committees meetings within the specified time gap have been held. Every Director of the Company updating the



				committee position held by them. Reports on applicable laws are reviewed by the Board periodically.
(E)	Code of Conduct	49 (IIE)	Yes	Code of conduct is in place and compliance relating to Code has been complied.
(F)	Whistle Blower Policy	49 (IIF)	Yes	The Company has established Vigil Mechanism Committee for its directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. No Complaint has been received by the Company during the period in review.
III. Audit Committee		49III		
(A)	Qualified & Independent Audit Committee	49(III A)	Yes	Audit Committee of the Company comprises of 3 (three) Directors out of them 2 are Non-Executive Independent Directors and 1 (one) is Executive Director. The Chairman of the Audit Committee is also Independent Director.
(B)	Meeting of Audit Committee	49(III B)	Yes	Meetings of the Audit Committee are regularly held as per the Provisions of the Listing Agreement. The Audit Committee meetings were held on 12.08.2015 & 31.08.2015.
(C)	Power of Audit Committee	49(III C)	N.A.	The Committee has not exercised any such power as per the reference of the Clause 49 of Listing Agreement.
(D)	Role of Audit Committee	49(III D)	Yes	Responsible for accounting & financial control & also review the quarterly financial statements & annual accounts.




				The Audit Committee reviews the un-audited quarterly financial statements & Annual financial Accounts before its approval by the Board of Directors.
(E)	Review of Information by Audit Committee	49(III E)	Yes	The Committee regularly reviews the Management Discussion and Analysis of financial condition and result of operations of the Company. Significant related party transactions are laid before the Committee for its reviews.
IV.	Nomination and Remuneration Committee	49 (IV)	Yes	Complied
V.	Subsidiary Companies	49(V)	N.A.	The Company has no Subsidiary Company.
VI.	Risk Management	49 (VI)	Yes	There is a regular system for submission of periodical statements to the Board for its review on risk assessment and minimization procedures. The Board is responsible for framing, implementing and monitoring the risk management plan for the Company.
VII.	Related Party Transactions	49 (VII)	N.A.	
VIII.	Disclosures	49 (VIII)		
(A)	Related Party Transactions	49 (VIII A)	Yes	The Company do not have any related party transactions other than its Ordinary Course of Business;
(B)	Disclosure of Accounting Treatment	49 (VIII B)	Yes	No differential treatment has been followed in the preparation of Financial Statements.
(C)	Remuneration of Directors	49 (VIII C)	Yes	No remuneration/fee is payable to Non-Executive Directors of the Company.



(D)	Management	49 (VIII D)	Yes	Annual Report for the year ended as on 31 st March, 2015 contains the disclosures required to be made in relation with Directors' Report and Management Discussion & Analysis Report.
(E)	Shareholders	49 (VIII E)	Yes	The Company has a "Stakeholders Relationship Committee" to specifically look into the redressal of grievances of shareholders of the Company.
(F)	Disclosure of resignation of Directors	49 (VIII F)	Yes	No resignation took place in the Company during the said Quarter.
(G)	Disclosure of formal letter of appointment	49 (VIII G)	N.A.	-
(H)	Disclosure in the Annual Report	49 (VIII H)	Yes	Complied
(I)	Proceeds from Public Issues, Right issues, Preferential issues etc.	49 (VIII I)	N.A.	There is no public issue, right issue or preferential issue etc. during the period under review.
IX.	CEO/ CFO Certification	49 (IX)	Yes	Certified
X.	Report on Corporate Governance	49 (X)	Yes	There is a separate section on Corporate Governance in the Annual Report for year ended 31 st March, 2015.
XI.	Compliance	49 (XI)	Yes	Complied

For Surya India Limited


 Jitesh Grover
 (Company Secretary &
 Compliance Officer)
 M. No. F-7542



Date: 13.10.2015
Place: New Delhi