

# SURYA INDIA LIMITED

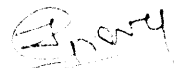
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## Quarterly Compliance Report on Corporate Governance

Name of Company: Surya India Limited  
 Quarter Ending: 30<sup>th</sup> December, 2012

		Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>		<b>49 I</b>		
(A)	Composition of Board	49 (IA)	Yes	The Board of Directors consists of 5 Directors. There are 3 Non-Executive Independent Directors. The ratio of Executive Director to Non-Executive Director is 2:3 and the ratio of Independent to Non-Independent Director is 1:0.7
(B)	Non- Executive Directors' Compensation & Disclosure	49 (IB)	N.A.	No compensation / fee are paid to Non- Executive Directors of the Company.
(C)	Other Provisions as to Board and Committees	49 (IC)	Yes	Proper Board Meetings within the specified time gap has been held. Every Director of the Company updating the committee position held by them. Reports on applicable laws are reviewed by the Board periodically.
(D)	Code of Conduct	49 (ID)	Yes	Code of conduct is in place and compliance relating to Code has been complied.
<b>II. Audit Committee</b>		<b>49II</b>		
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	Audit Committee of the Company comprises of three

For Surya India Ltd.

  
 Company Secretary

				directors all being Independents. Chairman of the Audit Committee is also Independent.
(B)	Meeting of Audit Committee	49(IIB)	Yes	Meetings of the Audit Committee are regularly held as per the Provisions of the Listing Agreement. There is one Audit Committee meeting held on 9 <sup>th</sup> November, 2012.
(C)	Power of Audit Committee	49(IIC)	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(IID)	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(IIE)	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.
<b>III. Subsidiary Companies</b>		<b>49III</b>	N.A.	The Company has no subsidiary Company.
<b>IV. Disclosure</b>		<b>49IV</b>		
(A)	Basis of Related Party Transactions	<b>49 (IV A)</b>	N.A.	The Company has some related party transactions other than Ordinary Course

				of Business; which are laid before the Committee for its review.
(B)	Disclosure of Accounting Treatment	49 (IV B)	N.A.	There is differential treatment in the Accounting Statement.
(C)	Board Disclosures – Risk Management	49 (IV C)	Yes	There is a regular system for submission of periodical statements to the Board for its review on risk assessment and minimization procedures.
(D)	Proceeds from Public Issues, Right issues, Preferential issues etc.	49 (IV D)	N.A.	There is no public issue, right issue or preferential issue etc.
(E)	Remuneration of Directors	49 (IV E)	N.A.	No remuneration is payable to Non-Executive Directors.
(F)	Management	49 (IV F)	Yes	Annual Report for the year ended as on 31 <sup>st</sup> March, 2012 contains the disclosures required to be made in relation with Directors' Report and Management Discussion & Analysis Report.
(G)	Shareholders	49 (IV G)	N.A.	There is no change in the Board of the Company during the last quarter.
	<b>V. CEO/ CFO Certification</b>	<b>49V</b>	Yes	Certified
	<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	There is a separate section on Corporate Governance in the Annual Report for year ended 31 <sup>st</sup> March, 2012. Sub-clause VI (ii) complied
	<b>VII. Compliance Certificate</b>	<b>49 (VII)</b>	Yes	Complied

For Surya India Limited

  
**Jitesh Grover**  
 (Company Secretary &  
 Compliance Officer)

**Date: 11/01/2013**  
**Place: New Delhi**