

SURYA INDIA LIMITED

Registered Office : B1/H3
Mohan Co-operative Indl. Estate
Main Mathura Road,
New Delhi 110 044 India
tel +91 11 45204100
fax +91 11 2889 8016
email mla_haldiram@yahoo.co.in
Website www.suryaindialtd.com
CIN L 74899DL1985PLC019991

Quarterly Compliance Report on Corporate Governance

Name of Company: Surya India Limited

Quarter Ending: 30th September, 2014

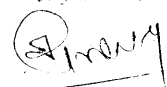
		Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors		49 II		
(A)	Composition of Board	49 (IIA)	Yes	The Board of Directors consists of total 4 (four) Directors including 2 (two) Women Directors. There are 2 (two) Executive Directors and 2 (two) Non-Executive Directors. The ratio of Executive Director to Non-Executive Director is 2:2 and also the ratio of Independent to Non-Independent Director is 2:2.
(B)	Independent Directors	49 (IIB)	Yes	The Company has re-appointed 2 (two) Independent Directors for a period of 5 (five) consecutive years subject to the 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.

For Surya India Ltd.

Company Secretary

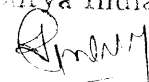
(E)	Code of Conduct	49 (IIE)	Yes	Code of conduct is in place and compliance relating to Code has been complied.
(F)	Whistle Blower Policy	49 (IIF)	Yes	The Company has established Vigil Mechanism Committee for its directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy. No Complaint has been received by the Company under 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. 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 meeting held on 11 th August, 2014 and 30 th September, 2014.
(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

For Surya India Ltd.


Company Secretary

				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)		The Company has not any related party transactions other than Ordinary Course of Business;
(B)	Disclosure of Accounting Treatment	49 (VIII B)	N.A.	There is no differential treatment has been followed in the preparation of Financial Statement.
(C)	Remuneration of Directors	49 (VIII C)	N.A.	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, 2014 contains the disclosures required to be made in relation with Directors' Report and

For Surya India Ltd.

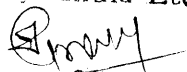


Company Secretary

				Management Discussion & Analysis Report.
(E)	Shareholders	49 (VIII E)	Yes	Proper disclosures/information has been provided to the shareholders in the notice of the Annual General Meeting relating to the re-appointment of directors of the Company. 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)	N.A.	
(G)	Disclosure of formal letter of appointment	49 (VIII G)	N.A.	
(H)	Disclosure in the Annual Report	49 (VIII H)	N.A.	
(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, 2014.
	XI. Compliance	49 (XI)	Yes	Complied

For Surya India Limited

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Jitesh Grover
Company Secretary
**(Company Secretary &
Compliance Officer)**
Mem. No. F7542

Date: 11/10/2014
Place: New Delhi