

# SURYA INDIA LIMITED

Registered Office : B1/H3  
Mohan Co-operative Indl. Estate  
Main Mathura Road  
New Delhi 110 044 India  
tel +91 11 2804100  
fax +91 11 2889 8016  
email mla\_haldiram@yahoo.co.in  
Website www.suryaindia.ltd.com

12<sup>th</sup> October, 2013

The Sr. Manager- Listing,  
The Delhi Stock Exchange Limited  
DSE House, 3/1 Asaf Ali Road,  
New Delhi-110 002

**Sub: Submission of Corporate Governance Report: Company No.-4903**

Dear Sir/Madam,

Pursuant to Clause 49 of the Listing Agreement, please find enclosed **Corporate Governance Report** in respect of quarter-ended 30<sup>th</sup> September, 2013 signed by Compliance Officer of the Company.

We request you to take it in your record.

Thanking you,

**For Surya India Limited**

Sd/-  
**Jitesh Grover**  
**Company Secretary**

# SURYA INDIA LIMITED

Registered Office : B1/H3  
Mohan Co-operative Indl. Estate  
Main Mathura Road  
New Delhi 110 044 India  
tel +91 11 25204100  
fax +91 11 2889 8016  
email mla\_haldiram@yahoo.co.in  
Website www.suryaindia.ltd.com

12<sup>th</sup> October, 2013

The Executive Officer  
The Uttar Pradesh Stock Exchange Ltd  
Padam Tower, 14/113, Civil lines,  
Kanpur, Uttar Pradesh -208001.

## **Sub: Submission of Corporate Governance Report**

Dear Sir/Madam,

Pursuant to Clause 49 of the Listing Agreement, please find enclosed **Corporate Governance Report** in respect of quarter-ended 30<sup>th</sup> September, 2013 signed by Compliance Officer of the Company.

We request you to take it in your record.

Thanking you,

**For Surya India Limited**

Sd/-  
**Jitesh Grover**  
Company Secretary

# SURYA INDIA LIMITED

Registered Office : B1/H3  
 Mohan Co-operative Indl. Estate  
 Main Mathura Road  
 New Delhi 110 044 India  
 tel +91 11 5204100  
 fax +91 11 2889 8016  
 email mla\_haldiram@yahoo.co.in  
 Website www.suryaindia.com

## Quarterly Compliance Report on Corporate Governance

Name of Company: Surya India Limited

Quarter Ending: 30<sup>th</sup> September, 2013

|                              |                                                     | 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 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. The Audit Committee meeting held on 9 <sup>th</sup> August, 2013.                                                                                                       |
| (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.<br>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                                  | <b>49 (IV B)</b> | N.A. | There is differential treatment in the Accounting Statement.                                                                                                                                     |
| (C)                                       | Board Disclosures – Risk Management                                 | <b>49 (IV C)</b> | 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. | <b>49 (IV D)</b> | N.A. | There is no public issue, right issue or preferential issue etc.                                                                                                                                 |
| (E)                                       | Remuneration of Directors                                           | <b>49 (IV E)</b> | N.A. | No remuneration is payable to Non-Executive Directors.                                                                                                                                           |
| (F)                                       | Management                                                          | <b>49 (IV F)</b> | Yes  | Annual Report for the year ended as on 31 <sup>st</sup> March, 2013 contains the disclosures required to be made in relation with Directors' Report and Management Discussion & Analysis Report. |
| (G)                                       | Shareholders                                                        | <b>49 (IV G)</b> | 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, 2013. Sub-clause VI (ii) complied                                                |
| <b>VII. Compliance Certificate</b>        |                                                                     | <b>49 (VII)</b>  | Yes  | Complied                                                                                                                                                                                         |

**For Surya India Limited**

**Sd/-  
Jitesh Grover  
(Company Secretary &  
Compliance Officer)**

**Date: 12<sup>th</sup> October, 2013  
Place: New Delhi**