

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.ltd.com

08th January, 2014

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 30th December, 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**

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08th January, 2014

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 30th December, 2013 signed by Compliance Officer of the Company.

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Quarterly Compliance Report on Corporate Governance

Name of Company: Surya India Limited

Quarter Ending: 30th December, 2013

		Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors		49 I		
(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.
II. Audit Committee		49II		
(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 11 th November, 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. 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.
III. Subsidiary Companies		49III	N.A.	The Company has no subsidiary Company.
IV. Disclosure		49IV		
(A)	Basis of Related Party Transactions	49 (IV A)	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 st March, 2013 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.
V. CEO/ CFO Certification		49V	Yes	Certified
VI. Report on Corporate Governance		49 (VI)	Yes	There is a separate section on Corporate Governance in the Annual Report for year ended 31 st March, 2013. Sub-clause VI (ii) complied
VII. Compliance Certificate		49 (VII)	Yes	Complied

For Surya India Limited

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

**Date: 08/01/2014
Place: New Delhi**