

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**CLAUSE 49 OF LISTING AGREEMENT**

Name of the Company : M/s Suraj Industries Limited


Quarter Ending on : 31<sup>st</sup> March, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Y/N)	Remarks
1	2	3	4
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49(II A)	Yes	The Board is comprising of Mr. Janeshwar Kumar Jain, Mr. Narendra Singh Bisht and Mr. Shashi Sharma
(B) Independent Directors	49(II B)	Yes	Is duly constituted complying with the provisions of Clause 49
(C) Non-executive Directors' compensation & disclosures	49(II C)	Yes	Fully complied, required disclosure shall be made in the Annual Report of the Company
(D) Other provisions as to Board and Committees	49(III D)	Yes	Is being followed
(E) Code of Conduct	49(III E)	Yes	Complying with the requirement.
(F) Whistle Blower Policy	49(III F)	Yes	Complying with the requirement.
<b>III. Audit Committee</b>	<b>49(III)</b>		
(A) Qualified & Independent Audit Committees	49(III A)	Yes	Duly constituted
(B) Meeting of Audit Committee	49(III B)	Yes	Duly conducted
(C) Powers of Audit Committee	49(III C)	Yes	The Audit committee is empowered as per the revised clause 49; the required disclosure shall be made in the Annual Report.
(D) Role of Audit Committee	49(III D)	Yes	The required disclosure shall be made in the Annual Report.
(E) Review of Information by Audit Committee	49(III E)	Yes	The Audit committee reviews the financial statements and other matters in terms of clause 49.
<b>IV. Nomination and Remuneration Committee</b>	<b>49(IV)</b>	Yes	Is duly constituted
<b>V. Subsidiary Companies</b>	<b>49(V)</b>	N.A.	The Company has no subsidiary.
<b>VI. Risk Management</b>	<b>49(VI)</b>	Yes	Shall be disclosed to Board Members about the Risk Management and Minimization procedures.
<b>VII. Related Party Transactions</b>	<b>49(VII)</b>	Yes	There is no material transaction

<b>VIII. Disclosures</b>	<b>49(VIII)</b>		
(A) Related party transactions	49(VIII A)	Yes	There is no related party transaction
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	Shall be disclosed, if there is any change in treatment different from the prescribed accounting standards.
(C) Remuneration of Directors	49(VIII C)	Yes	Necessary disclosure shall be made in the next Annual Report of the Company.
(D) Management	49(VIII D)	N.A.	Necessary disclosure shall be made in the next Annual Report of the Company.
(E) Shareholders	49(VIII E)	Yes	Whenever there is a change in Directors, necessary intimation will be given to the shareholder in next Annual Report of the Company.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49(VIII F)	N.A.	The company has not raised any money from IPO, right issue etc. during the quarter. Necessary disclosure shall be made in the Annual Report
<b>IX. CEO/CFO Certification</b>	<b>49(IX)</b>	Yes	Shall be obtained.
<b>X. Report on Corporate Governance</b>	<b>49(X)</b>	Yes	Necessary Report on Corporate Governance shall be given in the next Annual Report of the company.
<b>XI. Compliance</b>	<b>49(XI)</b>	Yes	Necessary Certificate on Corporate Governance shall be obtained and will be annexed with the Director's Report.

\*Vide Circular of SEBI dated September 15, 2014 Clause 49 is not applicable to the Company.

**For Suraj Industries Limited**

  
**J.K. Jain**  
 (Director)  
**DIN: 00120204**  
**Flat No. 001, Tower 8,**  
**The Close South, Nirvana Country,**  
**Sector 50, Gurgaon-122018, Haryana**

**Place: Delhi**  
**Date: 11.04.2015**