

SUNAYANA INVESTMENT COMPANY LIMITED

CIN : L67120MP1977PLC001397

Regd. Off. : Part-B of 417, Chetak Centre Annex, Near Hotel Shreemaya, R.N.T.Marg, Indore, Madhya Pradesh - 452001
web : sunayanainvestment.com e-mail : - sunayanaicl@gmail.com

Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: Sunayana Investment Company Limited

Quarter ending on: 30th June, 2015

| Particulars | Clause of Listing agreement | Compliance Status Yes/No/N.A | Remarks |
|---|-----------------------------|------------------------------|---|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (IIA) | Yes | Composition of the Board is as per the provisions of Clause 49 (IIA) of Listing Agreement. |
| (B) Independent Directors | 49 (IIB) | Yes | We has complied the Same as per Clause 49(IIB). |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC) | Yes | We has complied the Same as per Clause 49(IIC). |
| (D) Other provisions as to Board and Committees | 49 (IID) | Yes | We has complied the Same as per Clause 49(IID). |
| (E) Code of Conduct | 49 (IIE) | Yes | Code of Conduct has been laid down by the Board and a declaration to this effect has been given by the CEO in the Annual Report as per the provision of Clause 49 (IIE) of the Listing Agreement. |
| (F) Whistle Blower Policy | 49 (IIF) | Yes | We has complied the Same as per Clause 49(IIF). |
| III. Audit Committee | 49 (III) | Yes | |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | We has complied the Same as per Clause 49(IIIA). |
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | Meetings of the Audit Committee are conducted as per the provisions of Clause 49 (IIIB) read with the provisions of Section 177 of the Companies Act, 2013. |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | The powers exercised by the Audit Committee are as per the provisions prescribed under Clause 49 (IIIC) read with the provisions of Section 177 of the Companies Act, 2013. |
| (D) Role of Audit Committee | 49 (IIID) | Yes | The Audit Committee has fulfilled their role successfully in respect to the provisions prescribed in this clause. |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | The Audit Committee has reviewed all the information which is supposed to be reviewed mandatorily as per provisions of this clause. |



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|---|-------------|-----|---|
| IV. Nomination and Remuneration Committee | 49 (IV) | Yes | Nomination and Remuneration Committee are as per the provisions prescribed under Clause 49 (IV) read with the provisions of Section 178 of the Companies Act, 2013. |
| V. Subsidiary Companies | 49 (V) | N.A | The Company does not have any Subsidiary Company. |
| VI. Risk Management | 49 (VI) | Yes | The Company has a Risk Management Policy which has been adopted by the Board of Directors as per Clause 49 (VI) of Listing Agreement. |
| VII. Related Party Transactions | 49 (VII) | Yes | There is no Related Party Transaction. |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIII A) | Yes | There is no Related Party Transaction. |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | Yes | The Company is following the same Accounting Treatment as prescribed by the Accounting Standards in the preparation of its financial statements. |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | No remuneration was paid to any Director. |
| (D) Management | 49 (VIII D) | Yes | The same has been complied in the Annual Report. |
| (E) Shareholders | 49 (VIII E) | Yes | Quarterly Shareholding Pattern has been updated on the CSE website regularly and hard copy of the same also been sent to CSE. |
| (F) Proceeds from public issues, rights issue, preferential issues, etc | 49 (VIII F) | Yes | No incidence of Public Issue, Right Issue, Preferential Issue, etc. during the Quarter. |
| IX. CEO/CFO Certification | 49 (IX) | Yes | The same has been complied in the Annual Report. |
| X. Report on Corporate Governance | 49 (X) | Yes | The same has been complied in the Annual Report. |
| XI. Compliance | 49 (XI) | Yes | The same has been complied in the Annual Report. |

For Sunayana Investment Company Limited

P. Kumar

Prasanna Kumar
(Director)

DIN: 06837553

Date: 09/07/2015

Place: Indore

