

**Annexure -XI to the Listing Agreement  
Format of Quarterly Compliance Report on Corporate Governance**

Name of the Company: SRINARAYAN RAJKUMAR MERCHANTS LIMITED  
CIN - : L51109WB1968PLC027338  
Quarter ending on: 31/12/2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	The Company is not paying any compensation to Non Executive Directors except sitting fees within the limits as prescribed under the Companies Act, 2013 for attending the Board Meetings.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	N/A	The Company does not have any subsidiary Company.
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)	Yes	
(A) Related party transactions	49 (VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be Complied with in the next Annual Report for the financial year 2014-15.
(D) Management	49 (VIII D)	Yes	Shall be a part of the directors report of the next AGM for the financial year 2014-15.
(E) Shareholders	49 (VIII E)	Yes	Information will be provided in case of appointment of New Director/ Re-appointment of directors. Disclosures of relationship inter-se between directors etc. shall be made in the Annual Report for the financial year 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A.	The Company has not made any any Public /Right/ Preferential Issue etc.during the period under the current financial year.
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Shall be Complied with accordingly.
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be Complied with and be a part of the directors report/ Annual Report of the next AGM for the financial year 2014-15.
<b>XI. Compliance</b>	49 (XI)	Yes	Will be Complied with and be a part of the Directors Report/Annual Report of the next AGM for the financial year 2014-15.

For SRINARAYAN RAJKUMAR MERCHANTS LIMITED

  
(Avinash Pratap)

COMPANY SECRETARY/ COMPLIANCE OFFICER

