



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **SUMERU INDUSTRIES LIMITED**
 Quarter Ended on: **31st December, 2014.**

No.	Particulars	Clause of Listing Agreement	Compliance Status Yes/ No	Remarks
II	Board of Directors	49 II		
(A)	Composition of Board	49 (IIA)	Yes	
(B)	Independent Directors	49 (IIB)	Yes	
(C)	Non-Executive Director's compensation and disclosure	49 (IIC)	N.A.	Non-executive Directors are not paid any remuneration.
(D)	Other provisions as to Board and Committee	49 (IID)	Yes	
(E)	Code of Conduct	49 (IIE)	Yes	
(F)	Whistle Blower Policy	49 (IIF)	Yes	
III	Audit Committee	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	
IV.	Nomination and Remuneration Committee	49 (IV)	Yes	
V.	Subsidiary Company	49 (V)	N.A.	Company has no subsidiary Company
VI.	Risk Management	49 (VI)	Yes	
VII.	Related Party Transactions	49 (VII)	N.A.	No Transaction
VIII.	Disclosures	49 (VIII)		
(A)	Related Party Transaction	49 (VIIIA)	N.A.	
(B)	Disclosure of Accounting Treatment	49 (VIIB)	Yes	The Company is following prescribed accounting standards.
(C)	Remuneration of Director	49 (VIIC)	Yes	MD's Remuneration is approved by Shareholders.
(D)	Management	49 (VIID)	Yes	Will be complied in the Annual Report for the Financial Year 2014-15.
(E)	Shareholders	49 (VIII E)	Yes	Will be complied in the Annual Report for the Financial Year 2014-15.
(F)	Proceeds from public issues, right issue, preferential issue etc.	49 (VIII F)	N.A.	No Transactions

SUMERU INDUSTRIES LIMITED

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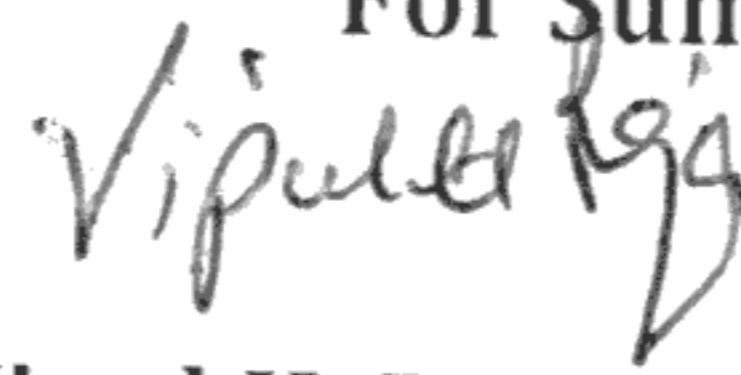
V	CEO/ CFO Certification	49 (IX)	Yes	Will be complied in the Annual Report for the Financial Year 2014-15.
VI	Report on Corporate Governance	49 (X)	Yes	Will be complied in the Annual Report for the Financial Year 2014-15.
VII	Compliance	49 (XI)	Yes	Will be complied in the Annual Report for the Financial Year 2014-15.


NOTES:

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

Date: 13th January, 2015
Place: Ahmedabad

By Order of the Board of Directors
For Sumeru Industries Limited


Vipul H. Raja
(Chairman)


Nidhi K. Shah
(Compliance Officer)

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