

**Annexure – XI**

**Quarterly Compliance Report on Corporate Governance**

Name of the Company : **SANGAM (INDIA) LIMITED**  
Quarter ending on : **31<sup>st</sup> March, 2015**

<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	Presently, there are 7 Directors on the Board, comprising of 2 Promoters and Executive Directors, 1 Promoter and Non-Executive Director and 3 Independent and Non-Executive Directors and 1 Additional Independent Woman Director.
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(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>	<b>49 (III)</b>		
(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>	<b>49 (IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	N.A.	There is no Subsidiary Company
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	There are no material transactions

<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIII A)	Yes	Shall be complied in the Annual Report for the Financial Year 2014-15
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	The Independent and Non-Executive Directors have paid only sitting fee for attending the Board and Committee meetings.
(D) Management	49 (VIII D)	Yes	Shall be complied in the Annual Report for the Financial Year 2014-15
(E) Shareholders	49 (VIII E)	Yes	Shall be complied 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 out any public/right/preferential issue etc.
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	Shall be complied in the Annual Report for the Financial Year 2014-15
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	Yes	Shall be complied in the Annual Report for the Financial Year 2014-15
<b>XI. Compliance</b>	<b>49 (XI)</b>	Yes	Shall be complied in the Annual Report for the Financial Year 2014-15

**Certified to be true  
For Sangam (India) Limited**

**Sd/-  
(Anil Jain)  
CFO & Company Secretary**