

**Quarterly Compliance Report on Corporate Governance**

**Name of the Company :** **Sumedha Fiscal Services Ltd.**

**Quarter ending on :** **March 31, 2015**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No/N.A.)</b>	<b>Remarks</b>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>
<b>II Board of Directors</b>	<b>49 II</b>	<b>Yes</b>	-
(A) Composition of Board	49(IIA)	Yes	-
(B) Independent Directors	49(II B)	Yes	Refer Note No. 1
(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	Refer Note No. 1
F) Whistle Blower Policy	(49 (IIF)	Yes	Refer Note No. 1
<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 III(D)	Yes	-
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	-
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	<b>Yes</b>	Refer Note No. 1
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	<b>Yes</b>	Refer Note No. 1
<b>VI. Risk Management</b>	<b>49 (VI)</b>	<b>Yes</b>	Refer Note No. 2
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	<b>Yes</b>	-
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>	<b>Yes</b>	-
(A) Related Party Transactions	49 (VIIIA)	Yes	-
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	-
(C) Remuneration of Directors	49 (VIIIC)	Yes	-
(D) Management	49 (VIIID)	Yes	-
(E) Shareholders	49 (VIIIE)	Yes	-
(I) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII I)	N.A.	-
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	<b>Yes</b>	-
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	<b>Yes</b>	-
<b>XI. Compliance</b>	<b>49 (XI)</b>	<b>Yes</b>	-

**Note No. – 1:** The Annual Report disclosure requirements shall be complied in the Annual Report for FY 2014-15.

**Note No. – 2:** The Company has complied with clause 49.VI.A & B and other Clause Nos. 49.VI.C, D & E are not applicable to the Company.