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**Date: 10/04/2012**

To,  
The Manager (Listing)  
Bombay Stock Exchange Ltd.  
P.J. Towers, Dalal Street,  
Fort, Mumbai: 400001.

**BSE Code: 512105**

Dear Sir,

**Sub: Corporate Governance Report for the Quarter Ended 31st March,2012**

In terms of Clause 49 of the listing Agreement, we are enclosing herewith corporate Governance Report in the prescribed format for the quarter ended 31<sup>st</sup> March,2012 for your information and record.

Thanking you,

Yours faithfully,

For Shree Nath Commercial & Finance Ltd.

A handwritten signature in blue ink, appearing to be 'S. N. Nath', is written over the company name.

**Authorised Signatory**

ENCL: a/a.



**BSE CODE: 512105**

**Sub: - Compliance Report on Corporate Governance for the Quarter  
 Ended 31<sup>st</sup> March, 2012**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I	Yes	Constituted as per the provisions of Clause 49I read with the Companies Act, 1956.
(A) Composition of Board	49(IA)	Yes	Composition is as per the provisions of Clause 49(IA) read with the Companies Act, 1956
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	No fees / Compensation paid to Non-Executive Directors, including independent Directors.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	Board meetings, memberships or Chairman in committees and the information to be furnished before board meetings are as per the provisions of Clause 49(IC) read with the Companies Act, 1956
(D) Code of Conduct	49 (ID)	Yes	Code of Conduct has been laid down by the board as per the provisions of Clause 49(ID) read with the provisions of Companies Act, 1956.
<b>II. Audit Committee</b>	49 (II)	Yes	Committee formed as per the provisions of Clause 49(II) read with the provisions of Companies Act, 1956
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Members of the audit committee are as per the provisions of Clause 49(IIA) read with the provisions of Companies Act, 1956
(B) Meeting of Audit Committee	49 (IIB)	Yes	Meetings of the audit committee are conducted as per the provisions of Clause 49(IIB) read with the provisions of the Companies Act, 1956
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	Yes	The powers of audit committee includes the powers stated under Clause 49(IIC) read with the provisions of the Companies Act, 1956
(D) Role of Audit Committee	49 II(D)	Yes	The role of the audit committee includes the points given under the Clause 49(IID) read with the provisions of the Companies Act, 1956



(E) Review of Information by Audit Committee	49 (IIE)	Yes	The matters reviewed by audit committee include the information given under Clause 49(IIE) read with the provisions of the Companies Act, 1956
<b>III. Subsidiary Companies</b>	49 (III)	Not Applicable	The company does not own any subsidiary companies
<b>IV. Disclosures</b>	49 (IV)		The Company has complied with the Disclosures to be made under Clause 49(IV)
(A) Basis of Related Party Transactions	49 (IV A)	Yes	Will be complied in the Annual Report for financial year 2011-2012
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	The Company is following prescribed Accounting Standards, so there is no different treatment from prescribed Accounting Standards in the preparation of financial statements
(C) Board Disclosures - Risk Management	49 (IV C)	Yes	The Company has complied with the procedures to inform Board members about the risk assessment as per Clause 49(IV C)
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	Yes	The company has not raised any money through preferential issue / Rights issue / public issue during this quarter.
(E) Remuneration of Directors	49 (IV E)	Yes	Will be complied in the Annual Report for financial year 2011-2012
(F) Management	49 (IV F)	Yes	Management discussion and analysis Report to the shareholders & other relevant information has been furnished in the Annual Report for the year 2010-11 and will be complied in the Annual Report for financial year 2011-2012
(G) Shareholders	49 (IV G)	Yes	The company has been complying with all the provisions given under Clause 49(IVG)
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Will be complied in the Annual Report for financial year 2011-2012
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied in the Annual Report for financial year 2011-2012
<b>VII. Compliance</b>	49 (VII)	Yes	Will be complied in the Annual Report for financial year 2011-2012

For **SHREE NATH COMMERCIAL & FINANCE LTD.**



**COMPLIANCE OFFICER/DIRECTOR**