

Date: 11/04/2015

To,
Corporate Services
Bombay Stock Exchange Ltd.
Corporate Relationship Dept,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai – 400 001

BSE Code: 512105

Sub: Submission of Corporate Governance Report Pursuant to Clause 49 of
Listing Agreement For the Quarter ended 31/03/2015

Dear Sir,

In terms of Clause 49 of the listing Agreement, we are enclosing herewith corporate Governance Report in the prescribed format for the quarter ended 31st March, 2015 for your reference and record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For Shree Nath Commercial & Finance Ltd



Authorised Signatory



Encl: a/a.

**Quarterly Compliance Report on Corporate Governance under
Clause 49 of the Listing Agreement**

Name of the Company : Shree Nath Commercial & Finance Limited
Quarter ending on : 31st March 2015
BSE Scrip : 512105

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|--|
| II. Board of Directors | 49 II | Yes | Constituted as per the provisions of Clause 49II read with the Companies Act, 2013. |
| (A) Composition of Board | 49(IIA) | Yes | Composition is as per the provisions of Clause 49(IIA) read with the Companies Act, 2013. |
| (B) Independent Director | 49 (IIB) | Yes | Composition is as per the provisions of Clause 49(IIB) read with the Companies Act, 2013. |
| (C) Non- Executive Directors' compensation & disclosures | 49 (IIC) | Yes | No fees / Compensation paid to Non-Executive Directors, including Independent Directors during this Quarter. |
| D) Other provisions as to Board and Committee | 49 (IID) | 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(IID) read with the Companies Act, 2013. |
| E) Code of Conduct | 49(IIE) | Yes | Code of Conduct has been laid down by the Board as per the provisions of Clause 49(IIE) read with the provisions of Companies Act, 2013. |
| F) Whistle Blower Policy | 49(IIF) | Yes | The Company has adopted Whistle Blower Policy. |
| III. Audit Committee | 49 (III) | Yes | Committee formed as per the provisions of Clause 49(III) read with the provisions of Companies Act, 2013. |
| (A) Qualified & Independent Audit Committee | 49 (IIIA) | Yes | Members of the Audit Committee are as per the provisions of Clause 49(IIIA) read with the provisions of Companies Act, 2013. |

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|--|-------------|----------------|---|
| (B) Meeting of Audit Committee | 49 (IIIB) | Yes | Meetings of the Audit Committee are conducted as per the provisions of Clause 49(IIIB) read with the provisions of the Companies Act, 2013. |
| (C) Powers of Audit Committee | 49 (IIIC) | Yes | The Powers of Audit Committee includes the powers stated under Clause 49(IIIC) read with the provisions of the Companies Act, 2013. |
| (D) Role of Audit Committee | 49 (IIID) | Yes | The Role of the Audit Committee includes the points given under the Clause 49(IIID) read with the provisions of the Companies Act, 2013. |
| (E) Review of Information by Audit Committee | 49 (IIIE) | Yes | The matters reviewed by Audit Committee include the information given under Clause 49(IIIE) read with the provisions of the Companies Act, 2013. |
| IV. Nomination and Remuneration Committee | 49(IV) | Yes | Committee formed as per the provisions of Clause 49(IV) read with the provisions of Companies Act, 2013. |
| V. Subsidiary Companies | 49 (V) | Not Applicable | The Company does not have any subsidiary |
| VI. Risk Management | 49 (VI) | Yes | Constitution OF Risk Management Committee is not applicable to the Company. |
| VII. Related Party Transaction | 49 (VII) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015. |
| VIII. Disclosures | 49 (VIII) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015. |
| (A) Related Party Transaction | 49 (VIII A) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015. |
| (B) Disclosures of Accounting Treatment | 49(VIIIB) | 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) Remuneration of Directors | 49 (VIIIC) | Yes | Will be complied in the Annual Report 2014-2015. |
| (D) Management | 49 (VIIID) | Yes | Management Discussion and Analysis Report to the Shareholders & the other relevant information will be complied in the Annual Report for Financial Year 2014-2015. |

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|---|-------------|-----|--|
| (E) Shareholders | 49 (VIII E) | Yes | The Company has been complying with all the provisions given under Clause 49(VIII E). |
| (F) Proceeds from public issue, rights issue , preferential issue etc | 49(VIII F) | Yes | The Company has not raised any Money through Preferential issue / Rights issue / Public Issue during this quarter. |
| IX. CEO/CFO Certification | 49(IX) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015. |
| X. Report on Corporate Governance | 49(X) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015. |
| XI. Compliance | 49(XI) | Yes | Will be complied in the Annual Report for Financial Year 2014-2015. |

For Shree Nath Commercial & Finance Limited


Tanu Aggarwal
(WTD & Compliance Officer)



Place: Mumbai
Date: 11/04/2015