

**Annexure XI to the Listing Agreement**

Date: 13<sup>th</sup> April, 2015

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: Shangar Decor Limited

Quarter ending on: 31/03/2015

| Particulars   | Clause of Listing Agreement | Compliance Status Yes/No/N.A. | Remarks  |
|---|-----------------------------|-------------------------------|--|
| <b>II Board of Directors</b>                            | 49 II                       | <b>Yes</b>                    |  |
| (A) Composition of Board                                | 49 (IIA)                    | <b>Yes</b>                    |  |
| (B) Independent Directors                               | 49 (IIB)                    | <b>Yes</b>                    |  |
| (C) Non-executive Directors' Compensation & Disclosures | 49 (IIC)                    | <b>N.A.</b>                   | The Company is not paying any Compensation to Non-executive Directors except Sitting Fees within the prescribed limits under the Companies Act, 2013 |
| (D) Other Provisions as to Board and Committees         | 49 (IID)                    | <b>Yes</b>                    |  |
| (E) Code of Conduct                                     | 49 (IIE)                    | <b>Yes</b>                    |  |
| (F) Whistle Blower Policy                               | 49 (IIF)                    | <b>Yes</b>                    |  |
| <b>III. Audit Committee</b>                             | 49 (III)                    | <b>Yes</b>                    |  |
| (A) Qualified & Independent Audit Committee             | 49 (IIIA)                   | <b>Yes</b>                    |  |
| (B) Meeting of Audit Committee                          | 49 (IIIB)                   | <b>Yes</b>                    |  |
| (C) Powers of Audit Committee                           | 49 (IIIC)                   | <b>Yes</b>                    |  |
| (D) Role of Audit Committee                             | 49 (IIID)                   | <b>Yes</b>                    |  |



wedding decor - theme decor - exhibitions - religious & corporate events

4, Sharad Flats, Opp. Dharnidhar Derasar, B/h. Sales India, Paldi, Ahmedabad - 380007

Ph. No. 079-26634458, 26622675

www.shangardecor.com

CIN NO: L36998GJ1995PLC028139

EMAIL ID: shangardecorltd@hotmail.com

|  |             |      |   |
|--|-------------|------|---|
| (E) Review of Information by Audit Committee                           | 49 (IIIE)   | Yes  |   |
| <b>IV. Nomination and Remuneration Committee</b>                       | 49 (IV)     | Yes  |   |
| <b>V. Subsidiary Companies</b>   | 49 (V)      | N.A. | Co. does not have any subsidiary Company                              |
| <b>VI. Risk Management</b>   | 49 (VI)     | Yes  |   |
| <b>VII. Related Party Transactions</b>                                 | 49 (VII)    | N.A. | There are no materially significant transactions with related parties |
| <b>VIII. Disclosures</b>   | 49 (VIII)   |      |   |
| (A) Related Party Transactions   | 49 (VIII A) | N.A. | There are no materially significant transactions with related parties |
| (B) Disclosure of Accounting Treatment                                 | 49 (VIII B) | Yes  | Complied  |
| (C) Remuneration of Directors  | 49 (VIII C) | Yes  |   |
| (D) Management   | 49 (VIII D) | Yes  | Will be Complied in Next Annual Report                                |
| (E) Shareholders   | 49 (VIII E) | Yes  | Will be Complied in Next Annual Report                                |
| (I) Proceeds from Public Issue, Right Issues, preferential Issues etc. | 49 (VIII I) | Yes  | Will be Complied in Next Annual Report                                |
| <b>IX. CEO/CFO Certification</b>                                       | 49 (IX)     | Yes  | Will be Complied in Next Annual Report                                |
| <b>X. Report on Corporate Governance</b>                               | 49 (X)      | Yes  | Will be Complied in Next Annual Report                                |
| <b>XI. Compliance</b>  | 49 (XI)     | Yes  | Will be Complied in Next Annual Report                                |

For Shangar Decor Limited

Shah Samir K  
 Director



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