

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**NAME OF THE COMPANY: SAHYADRI INDUSTRIES LIMITED****SCRIP CODE: 532841****QUARTER ENDED ON: 31ST DECEMBER 2013**

Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
1	2	3	4
I. Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non- Executive Directors' Compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committee	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	
II. Audit Committee	49 II		
(A) Qualified and Independent Audit Committee	49(IA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of information by Audit Committee	49(IIE)	Yes	
III. Subsidiary Companies	49 III	N. A.	
IV. Disclosures	49 IV		
(A) Basis of Related Party Transactions	49(IVA)	Yes	
(B) Disclosure of accounting treatment	49(IVB)	Yes	
(c) Board Disclosures	49(IVC)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49(IVD)	N. A.	
(E) Remuneration of Directors	49(IVE)	Yes	
(F) Management	49(IVF)	Yes	
(G) Shareholders	49(IVG)	Yes	
V. CEO/CFO Certification	49 V	Yes	Annually
VI. Report on Corporate Governance	49 VI	Yes	
VII. Compliance - Certificate from Auditors/Practicing Company Secretary	49 VII	Yes	Annually