

**CORPORATE GOVERNANCE REPORT AS PER CLAUSE 49 OF LISTING  
AGREEMENT FOR THE QUARTER ENDED 31<sup>st</sup> MARCH, 2014**

Name of the Company: SRS Finance Ltd.

Quarter ending on: 31<sup>st</sup> March, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/ No	Remarks
<b>I. Board of Directors</b>	49I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non- executive Directors' Compensation & disclosures	46 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	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	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	Cease to have Subsidiary w. e. f. 24.02.2014
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	
(B) Disclosure of Accounting Treatment	49 (IVB)	N/A	
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from initial Public offerings, Right issue, Preferential issue	49 (IVD)	N/A	
(E) Remuneration of Directors	49 (IVE)	Yes	Will be complied in the Annual Report
(F) Management	49 (IVF)	Yes	Will be complied with at the time of AGM
(G) Shareholders	49 (IVG)	Yes	Will be complied with at the time of AGM
<b>V. CEO / CFO Certification</b>	49 (V)	Yes	Will be complied with at the time of finalization of Annual Financial Statements
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied in the Annual Report

For SRS FINANCE LTD.

*Rajesh Chhabra*  
Company Secretary



<b>VII. Compliance</b>	49 (VII)	Yes	Will be complied with at the time of AGM
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**Note:**

1. The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement.
2. In the column Yes/No/N.A. may indicate No.3, compliance or non-compliance. For example, if the Board has been composed in accordance with the Clause 49I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49 (IV A).
3. In the remarks column, reasons for non-compliance may be indicated, for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as – "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

For **SRS Finance Limited**

*Rakhi Mehta*

(Rakhi Mehta)  
Company Secretary



Date: -09.04.2014