



# Suryachakra Power Corporation Limited

Regd. Off : SURYACHAKRA HOUSE, Plot No. 304-L-III, Road No. 78, Jubilee Hills,  
Hyderabad-500 096.CIN: L40103TG1995PLC019554 Ph : +91-40-3082 3000, 2355 0597 / 98  
Fax : 040 - 2354 1339, E-mail : admin@suryachakra.com website : www.suryachakra.in



Ref: SPCL/BSE/31122014 \ 016

15<sup>th</sup> January, 2015

To  
The Dy. General Manager  
Corporate Relationship Department  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai - 400 001

Dear Sir,

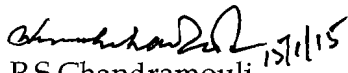
**Sub: Compliances for the quarter ended December 31, 2014**  
**Ref: Scrip Code: 532874**

This has reference to the revised SEBI Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 regarding Corporate Governance in Listing Companies under Clause 49 of the Listing Agreement. We are enclosing the Quarterly Compliance Report on Corporate Governance as on 31<sup>st</sup> December, 2014 as per the revised format prescribed by Stock Exchange.

This is for your information and records.

Thanking you,

Yours faithfully,  
For Suryachakra Power Corporation Limited

  
P S Chandramouli  
Company Secretary

Encl: a/a



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ISO 14001 : 2004

## Annexure – XI to the Listing Agreement

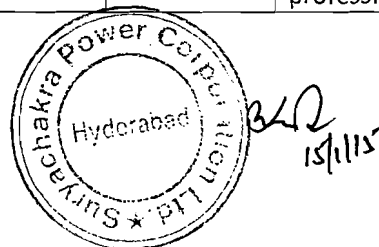
### QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Suryachakra Power Corporation Limited

Script Code: 532874

Quarter ending on: December 31, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	YES	Total strength of the Board is – 5 No. of independent Directors – 2 No. OF Non-independent Directors – 2 No. of Executive Director – 1 (Technical)
(B) Independent Directors	49 (IIB)	YES	Total No. of Independent Directors in the Board - 2
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	Only sitting fee is being paid at every Board meeting.
(D) Other provisions as to Board and Committees	49 (IID)	YES	-
(E) Code of Conduct	49 (IIE)	YES	-
(F) Whistle Blower Policy	49 (IIF)	YES	Whistle Blower Policy is in place.
<b>III. Audit Committee</b>	49 (III)	YES	Total strength of the Committee is – 3 of which 2 are independent including Chairman and 1 Executive Director.
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	All the members of the Audit Committee are financially literate.
(B) Meeting of Audit Committee	49 (IIIB)	YES	Committee met every quarter to approve the accounts.
(C) Powers of Audit Committee	49 (IIIC)	YES	The Committee has adequate powers to investigate, to obtain outside legal or professional advice and





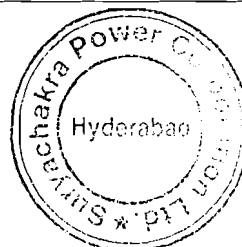
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			to secure attendance of outsiders with relevant expertise.
(D) Role of Audit Committee	49 (IIID)	YES	In line with the stipulation mentioned above.
(E) Review of Information by Audit Committee	49 (IIIE)	YES	Audit Committee reviews all the information as per the Listing Agreement.
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)		Total strength of the Committee is – 3 of which 2 are independent including Chairman.
<b>V. Subsidiary Companies</b>	49 (V)	YES	<ul style="list-style-type: none"> <li>➤ Two independent Directors of the Board are on the Board of unlisted Subsidiary Companies.</li> <li>➤ Minutes of the Board Meeting of the unlisted subsidiary company is placed before the Board.</li> </ul>
<b>VI. Risk Management</b>	49 (VI)	YES	-
<b>VII. Related Party Transactions</b>	49 (VII)	YES	-
<b>VIII. Disclosures</b>	49 (VIII)	YES	-
(A) Related party transactions	49 (VIII A)	YES	Summarized statement of transactions with Related Parties is submitted on a quarterly basis to the Audit Committee wherever required.
(B) Disclosure of Accounting Treatment	49 (VIII B)		Applicable accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report.
(C) Remuneration of Directors	49 (VIII C)		Apart from sitting fees, none of the directors is



B.R.  
15/1/15



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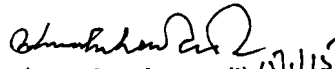


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			receiving any remuneration except the MD & ED.
(D) Management	49 (VIII D)	YES	Management Discussion & Analysis Report is a part of Directors Report which is annually published in the Annual Report.
(E) Shareholders	49 (VIII E)		All necessary informations are uploaded in the Company's website as required.
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	N.A.	No such proceeds are generated during this quarter ended 31.12.2014
IX. CEO/CFO Certification	49 (IX)	YES	Will be complied in the next Annual Report
X. Report on Corporate Governance	49 (X)	YES	Will be complied in the next Annual Report.
XI. Compliance	49 (XI)	YES	Will be complied in the next Annual Report.

Place: Hyderabad  
Date: 15.01.2015

For Suryachakra Power Corporation Limited

  
(P.S. Chandramouli) 15/1/15  
Company Secretary

