

Quarterly Compliance Report on Corporate Governance (Clause 49)

Name of the Company: Shreyas Shipping & Logistics Limited

Quarter ending on : 31st December, 2014

Particulars	Clause of Listing Agreement	Compliance Status (Y/N)	Company Remarks
II. Board of Directors	49(II)	--	
(A) Composition of Board	49 (IIA)	YES	Out of total No. of Directors=11 Executive Directors = 2 Non Executive = 9
(B) Independent Directors	49 (IIB)	YES	Total Independent Directors on Board = 6
(C) Non Executive Directors Compensation & Disclosures	49 (IIC)	YES	The Directors are compensated only by way of sitting fees for attending the meetings of the Board and its Committees. The Company does not have a scheme of Stock Options for its Directors.
(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	--
III. Audit Committee	49 (III)	--	Total Strength of the Committee = 6 out of which 5 are Independent Directors including Chairman
(A) Qualified and Independent Audit Committee	49 (IIIA)	YES	All the members are financially literate and 3 Directors possess financial management expertise
(B) Meeting of Audit Committee	49 (IIIB)	YES	Committee met on 10 th November, 2014 to approve the accounts with proper quorum.
(C) Powers of Audit Committee	49 (IIIC)	YES	The powers of the Audit Committee are as mentioned in the Clause 49 (IIIC) of the Listing Agreement and section 177 of the Companies Act, 2013
(D) Roles of Audit Committee	49 (IIID)	YES	The roles of the Audit Committee are as

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			mentioned in the Clause 49 (IIID) of the Listing Agreement and the Section 177 of the Companies Act, 2013.
(E) Review of Information by Audit Committee	49 (IIIE)	YES	The matters reviewed by Audit Committee include information given under Clause 49(IIIE) read with the provisions of Companies Act, 2013
IV. Nomination and Remuneration Committee	49 (IV)	YES	The Company has set up Nomination and Remuneration Committee in accordance with Clause 49 (IV) of the Listing Agreement.
V. Subsidiary Companies	49 (V)	YES	The Company has one wholly owned subsidiary.
VI. Risk Management	49 (VI)	YES	--
VII. Related Party Transaction	49 (VII)	YES	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	YES	There were no material transactions with related parties during the quarter ended 31 st December, 2014
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	Applicable Accounting Standards are being complied with on a continual basis and relevant disclosure is made in Annual Report
(C) Remuneration of Directors	49 (VIII C)	YES	Apart from sitting fees, none of the Directors is receiving remuneration except CMD and ED.
(D) Management	49 (VIII D)	YES	Management Discussion & Analysis Report which is a part of the Directors Report shall form part of the Annual Report for the year 2014-15.
(E) Shareholders	49 (VIII E)	YES	Will be complied with at the



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(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	NA	--
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

