

Ref :

Date :

Date: 7<sup>th</sup> April 2015

To  
Dept. of Corporate Services,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Scrip Code: 506863

Dear Sir,

Sub. : Quarterly Compliance Report on Corporate Governance – Clause 49

With reference to above, we are enclosing herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended 31.03.2015 as required under Clause 49 of the Listing Agreement.

You are requested to take the same on your record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For SWADESHI INDUSTRIES AND LEASING LTD

  
GOURAV JAIN  
Director  
DIN -06794973



Encl : As above



Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: SWADESHI INDUSTRIES AND LEASING LTD

Quarter ending on: 31<sup>ST</sup> MARCH 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>		
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (11E)	Yes	The Company has adopted the Code of Conduct for all the Board members and senior management of the Company.
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (111E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	<b>49 (IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	Yes	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	NA	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	Will be Complied in the Annual Report for





			2014-15.
(F) Proceeds from public issues, rights issue, preferential issues etc.	49 (VIII I)	Yes	
IX. CEO/CFO Certification	49 (IX)	Yes	The CEO/CFO certificate will be obtained for the year ended 31 <sup>st</sup> March, 2015.
X. Report on Corporate Governance	49 (X)	Yes	The Annual Report for the year 2014-2015 will carry the report on Corporate Governance.
XI. Compliance	49 (XI)	Yes	The Company will obtain the certificate from Practising Company Secretary in the Annual Report for the year ended 31 <sup>st</sup> March, 2015.

For SWADESHI INDUSTRIES AND LEASING LTD

*Gourav Jain*  
GOURAV JAIN  
Director  
DIN -06794973



**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 No. 3, compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the Clause 49 I 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(VII).
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.\