

ANNEXURE-XI TO THE LISTING AGREEMENT
Quarterly Compliance Report on Corporate Governance under Clause 49 of the
Listing Agreement

Name of the Company: **SITA SHREE FOOD PRODUCTS LIMITED**
Quarter ending on: **31st DECEMBER, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 (II)		
(A) Composition of Board	49 (II A)	YES	
(B) Independent Directors	49 (II B)	YES	
(C) Non-executive Directors' compensation & disclosures	49 (II C)	YES	
(D) Other provisions as to Board and Committees	49 (II D)	YES	
(E) Code of Conduct	49 (II E)	YES	
(F) Whistle Blower Policy	49 (II F)	YES	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	YES	
(B) Meeting of Audit Committee	49 (III B)	YES	
(C) Powers of Audit Committee	49 (III C)	YES	
(D) Role of Audit Committee	49 (III D)	YES	
(E) Review of Information by Audit Committee	49 (III E)	YES	
IV. Nomination and Remuneration Committee	49(IV)	YES	
V. Subsidiary Companies	49 (V)	NA	Subsidiary amalgamated with the Company
VI. Risk Management	49 (VI)	YES	
VII. Related Party Disclosures	49 (VII)	YES	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transaction	49 (VIII A)	YES	
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	
(C) Remuneration of Directors	49 (VIII C)	YES	will be complied in the next Annual Report
(D) Management	49 (VIII D)	YES	will be complied in the next Annual Report
(E) Shareholders	49 (VIII E)	YES	will be complied in the next Annual Report
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII F)	YES	-
IX. CEO/CFO Certification	49 (V)	YES	will be complied in the next Annual Report
X. Report on Corporate Governance	49 (VI)	YES	will be complied in the next Annual Report
IX. Compliance	49 (VII)	YES	will be complied in the next Annual Report

For Sita Shree Food Products Limited


Whole-time Director

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.

A handwritten signature in black ink, consisting of several overlapping, fluid strokes that form an illegible name.