

**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: 31<sup>st</sup> MARCH, 2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	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	
<b>III. Audit Committee</b>	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	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	YES	
<b>V. Subsidiary Companies</b>	49 (V)	NA	Subsidiary amalgamated with the Company
<b>VI. Risk Management</b>	49 (VI)	YES	
<b>VII. Related Party Disclosures</b>	49 (VII)	YES	
<b>VIII. Disclosures</b>	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



(ASHISH GOYAL)  
Joint Managing Director  
(DIN: 00144899)



**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.