



**India Finsec Limited**  
(L65923DL1997PLC000627)

**Quarterly Compliance Report on Corporate Governance under Clause 52 of the Listing Agreement**

**Name of the Issuer: India Finsec Limited**  
**Quarter ending on: 30/06/2014**

| Particulars  | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---------|
| <b>I Board of Directors</b>  | 52 I                        | Yes                      |         |
| (A) Composition of Board   | 52(IA)                      | Yes                      |         |
| (B) Non-executive Directors' Compensation & Disclosures                  | 52 (IB)                     | Yes                      |         |
| (C) Other Provisions as to Board and Committees                          | 52 (IC)                     | Yes                      |         |
| D) Code of Conduct   | 52 (ID)                     | Yes                      |         |
| <b>II. Audit Committee</b>   | 52 (II)                     | Yes                      |         |
| (A) Qualified & Independent Audit Committee                              | 52 (IIA)                    | Yes                      |         |
| (B) Meeting of Audit Committee   | 52 (IIB)                    | Yes                      |         |
| (C) Powers of Audit Committee  | 52 (IIC)                    | Yes                      |         |
| (D) Role of Audit Committee  | 52 II(D)                    | Yes                      |         |
| (E) Review of Information by Audit Committee                             | 52 (IIE)                    | Yes                      |         |
| <b>III. Subsidiary Companies</b>   | 52 (III)                    | N.A.                     |         |
| <b>IV. Disclosures</b>   | 52 (IV)                     |                          |         |
| (A) Basis of Related Party Transactions                                  | 52 (IV A)                   | N.A.                     |         |
| (B) Disclosure of Accounting Treatment                                   | 52 (IV B)                   | Yes                      |         |
| (C) Board Disclosures  | 52 (IV C)                   | Yes                      |         |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 52 (IV D)                   | N.A                      |         |
| (E) Remuneration of Directors  | 52 (IV E)                   | Yes                      |         |
| (F) Management   | 52 (IV F)                   | Yes                      |         |
| (G) Shareholders   | 52 (IV G)                   | Yes                      |         |
| <b>V. CEO/CFO Certification</b>  | 52 (V)                      | Yes                      |         |
| <b>VI. Report on Corporate Governance</b>                                | 52 (VI)                     | Yes                      |         |
| <b>VII. Compliance</b>   | 52 (VII)                    | Yes                      |         |

For India Finsec Limited

*Mukesh Sharma*  
Mukesh Sharma  
Whole Time Director