

Annexure II
Quarterly Compliance Report on Corporate Governance

Name of the Company: **SHRI KALYAN HOLDINGS LIMITED**

Quarter ending on : **March 31, 2009.**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I	Yes	
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit. Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	
V. Disclosures	49 (IV)	Yes	
(A) Basis of related party	49 (IV A)	Yes	
(B) Board Disclosures	49 (IV B)	N.A.	Will be complied in the next Annual Report
(C) Proceeds from public issues, preferential issues etc rights issues, preferential issues etc.	49 (IV C)	N.A.	
(D) Remuneration of Directors	49 (IV D)	N.A.	Will be complied in the next Annual Report
(E) Management	49 (IV E)	Yes	
(F) Shareholders	49 (IV F)	N.A.	Will be complied in the next Annual Report

V.CEO/CFO Certification	49 (V)	N.A.	Will be complied in the next Annual Report
VI. Report on Corporate Governance	49 (VI)	N.A.	Will be complied in the next Annual Report
VII. Compliance	49 (VII)	N.A.	Will be complied in the next Annual Report

For: SHRI KALYAN HOLDINGS LIMITED

S/D

DIRECTOR /COMPLIANCE OFFICER