

# SPOTLIGHT VANIJYA LIMITED

CIN- L65993WB1981PLC034252

2, Red Cross Place, Kolkata – 700 001

Phone : (033) 2254-3100, Fax : (033) 2254-3130

e-mail: [kkothari@hngil.com](mailto:kkothari@hngil.com)

Website: [www.spotlightvanijya.com](http://www.spotlightvanijya.com)

Annexure 'H'

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## Quarterly Compliance Report on Corporate Governance

Name of the Company : Spotlight Vanijya Limited

Quarter ending on : 30-June-2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 II		
(A) Composition of Board	49 II A	Yes	Out of 8 Directors, 3 are Non-Executive Non-Independent Director, 4 are Non-Executive Independent Directors and 1 is Women Non-Independent Executive Director.
(B) Independent Directors	49 II B	Yes	The Board is comprised of optimum combination of Executive and Non Executive directors with 50% of its members are Independent Directors.
(C) Non-executive Directors compensation & disclosures	49 II C	Yes	Necessary disclosures will be made in the Annual report 2014-15.
(D) Other provisions as to Board and Committees	49 II D	Yes	The Board meet as and when required within the overall limit provided under the listing agreement. Further all the directors are holding directorship in other companies in accordance with the provisions.
(E) Code of Conduct	49 II E	Yes	Code of conduct for Directors & Senior Management of the Company is in place.
(F) Whistle Blower Policy	49 II F	Yes	Whistle blower policy of the Company is in place.
<b>II. Audit Committee</b>	49 III		

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For Spotlight Vanijya Ltd.

N.D. Mahapatra

Director

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(A) Qualified & Independent Audit Committee	49 III A	Yes	Committee consist of 3 members. Out of which two are independent members and financially literate.
(B) Meeting of Audit Committee	49 III B	Yes	Audit Committee meeting are held in accordance with the provisions of Act and rules and at least 4 meetings are held in a year with a time gap of not more than 4 months.
(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	-
III. Nomination and Remuneration Committee	49 IV	Yes	Committee consists of 3 members .All are Independent Directors.
IV. Subsidiary Companies	49 V	Yes	-
V. Risk Management	49 VI	Yes	Clause VI(A) & (B) are complied with whereas Clause VI(C),(D) & (E) are not applicable.
VI. Related Party Transactions	49 VII	Yes	-
VII. Disclosures	49 VIII		
(A) Related party transactions	49 VIII A	Yes	There are no material transactions during the quarter.
(B) Disclosure of Accounting Treatment	49 VIII B	Yes	Will be complied in Annual report of 2014-15.
(C) Remuneration of Directors	49 VIII C	Yes	Will be complied in Annual report of 2014-15.
(D) Management	49 VIII D	Yes	Will be complied in Annual report of 2014-15.
(E) Shareholders	49 VIII E	Yes	Will be complied in Annual report of 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 VIII F	NA	The Company has not made any public issue, right issue, preferential issue in the recent past.

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For Spotlight Vanija Ltd.

N.D. Mahakwari

Director

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VIII. CEO/CFO Certification	49 IX	Yes	Will be complied in Annual report of 2014-15.
IX. Report on Corporate Governance	49 X	Yes	Will be complied in Annual report of 2014-15.
X. Compliance	49 XI	Yes	Will be complied in Annual report of 2014-15.

Name : N.D. Maheshwari

For Spotlight Vanijya Ltd.  
N.D. Maheshwari

Designation : Director Signature:

Director