



Standard Capital Markets Ltd.

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 CIN : L74899DL1987PLC027057

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE **CLAUSE 49 OF LISTING AGREEMENT**

Name of the Company : Standard Capital Markets Limited.

Quarter Ending on : 31th December, 2014

Particulars	Clause of Listing Agreement	Compliance Status (Y/N)	Remarks
1	2	3	4
II. Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	Yes	Out of 4 directors, 1 is executive and non-independent director, 2 are non-executive, independent directors, 1 is non executive non independent.
(B) Independent Directors	49(IIB)	Yes	2 independent Director are on the Board of the Company complying with the provisions of clause 49.
(C) Non-executive Directors' compensation & disclosures	49(IIC)	Yes	
(D) Other provisions as to Board and Committees	49(IID)	Yes	
(E) Code of Conduct	49(IIE)	Yes	Code of conduct is uploaded on the website of the Company i.e. www.stancap.in
(F) Whistle Blower Policy	49(IIF)	Yes	Whistle Blower Policy is in Place
III. Audit Committee	49(III)		
(A) Qualified & Independent Audit Committees	49(IIIA)	Yes	Committee consists of 3 members out of which 2 are independent members. All are financially literate. The chairman of the committee is Independent Director.
(B) Meeting of Audit Committee	49(IIIB)	Yes	Atleast four meetings are held in a year and time gap between the

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			meeting is not more than 4 months.
(C) Powers of Audit Committee	49(IIIC)	Yes	
(D) Role of Audit Committee	49(IIID)	Yes	
(E) Review of Information by Audit Committee	49(IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	Committee consists of 2 independent Director and one non-independent director.
V. Subsidiary Companies	49(V)	N.A.	The Company has no subsidiary as on date.
VI. Risk Management	49(VI)	Yes	
VII. Related Party Transactions	49 (VII)		Related Party Transaction Policy is in place.
VIII. Disclosures	49(VIII)		
(A) Related party transactions	49(VIII A)	N.A.	There is no Material Transactions With related parties during the quarter ended 31.12.2104.
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	
(C) Remuneration of Directors	49(VIII C)	Yes	For the year 2014-15 will be complied in the Annual Report of 2014-15.
(D) Management	49(VIII D)	N.A.	For the year 2014-15 will be complied in the Annual Report of 2014-15.
(E) Shareholders	49(VIII E)	Yes	For the year 2014-15 will be complied in the Annual Report of 2014-15.
(F) Proceeds from public issues, rights issue, preferential issues, etc	49(VIII F)		Company has not come with any Public issues, Right issues, Preferential Issues etc.
IX. CEO/CFO Certification	49(IX)	Yes	
X. Report on Corporate Governance	49(X)	Yes	For the year 2014-15 will be complied in the Annual Report of 2014-15.
XI. Compliance	49(VII)	Yes	For the year 2014-15 will be complied in the Annual Report of 2014-15.

For Standard Capital Markets Limited



(Director)