

ANNEXURE - XI to Listing Agreement

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

NAME OF THE COMPANY

: CINERAD COMMUNICATIONS LIMITED

QUARTER ENDING ON

: 30TH JUNE, 2015

| PARTICULARS  | CLAUSE OF LISTING AGREEMENT | COMPLIANCE STATUS (YES / NO) | REMARKS |
|--|-----------------------------|------------------------------|---------|
| <b>II. Board of Directors</b>  | <b>49 II</b>                |                              |         |
| (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>  | <b>49 (III)</b>             |                              |         |
| (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 &amp; Remuneration Coimmittee</b>                      | <b>49 (IV)</b>              | YES                          |         |
| <b>V. Subsidiary Companies</b>   | <b>49 (V)</b>               | N.A.                         |         |
| <b>VI. Risk Management</b>   | <b>49 (VI)</b>              | N.A.                         |         |
| <b>VII. Related Party Transaction</b>                                    | <b>49 (VII)</b>             | YES                          |         |
| <b>VIII. Disclosures</b>   | <b>49 (VIII)</b>            |                              |         |
| (A) Related Party Transactions   | 49 (VIII A)                 | YES                          |         |
| (B) Disclosure of Accounting Treatment                                   | 49 (VIII B)                 | N.A.                         |         |
| (C) Remuneration of Directors  | 49 (VIII C)                 | YES                          |         |
| (D) Management   | 49 (VIII D)                 | YES                          |         |
| (E) Shareholders   | 49 (VIII E)                 | YES                          |         |
| (F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (VIII F)                 | N.A.                         |         |
| <b>IX. CEO/CFO Certification</b>   | <b>49 (IX)</b>              | YES                          |         |
| <b>X. Report on Corporate Governance</b>                                 | <b>49 (X)</b>               | YES                          |         |
| <b>XI. Compliance</b>  | <b>49 (XI)</b>              | YES                          |         |

For Cinerad Communications Limited

  
Pradeep Kumar Daga  
Director  
DIN : 00080515



Date: 14th July, 2015