



Date 10.07.2014

The Secretary
Bombay Stock Exchange Limited,
Floor 25, Phiroze Jeejeebhoy,
Dalal Street,
Mumbai- 400001

Ref: file no. 3865

**Sub: Quarterly Compliance Report on Corporate Governance for the Quarter ended 30th
June, 2014**

Dear Sir,

Please find enclosed Compliance report on the Corporate Governance for the quarter ended 30th
June, 2014.

Kindly acknowledge the receipt.

Thanking you,
For Singer India Limited

Ashish
(Ashish Srivastava)
Company Secretary

Encl: As above

SINGER INDIA LIMITED

Registered & Head Office : A-26/4, 2nd Floor, Mohan Cooperative Industrial Estate, New Delhi-110044

Tel. : +91-11-40617777 Fax : +91-11-40617799 Toll Free No. 1800-103-3474

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SINGER INDIA LIMITED

Compliance Report on Corporate Governance for the quarter ended on 30th June, 2014

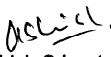
Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	As on 30 th June, 2014 the Board has a Chairman (Non-Executive) and 5 members comprising of 1 executive director, 1 non-executive director, 3 non-executive independent directors.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	<p>Effective 01.01.2012 Mr. K. K. Gupta, Non-Executive Chairman was appointed as an Advisor at a fixed annual retainership fee of Rs. 10 lacs to be paid pro-rata on monthly basis, reimbursement of travel & conveyance inclusive of the use of driver & reimbursement of medical expenses for self and his wife. Mr. K. K. Gupta was entitled for Sitting Fees for attending Board and Committee meetings.</p> <p>Effective 1st January, 2013 Mr. Gupta's appointment as an advisor has been fixed for a period of three years ending on 31st December, 2015 at a fixed annual retainership fee of Rs. 10 lacs to be paid pro-rata on monthly basis, reimbursement of travel & conveyance inclusive of the use of driver & reimbursement of medical expenses for self and his wife upto a maximum limit of Rs. 10 lacs per annum. Mr. K. K. Gupta is also entitled for Sitting Fees for attending Board and Committee meetings.</p> <p>The company is not paying any compensation to non-executive directors other than Mr. K. K. Gupta. However, the Company is making payment of Rs. 20000/- as sitting fees to non-executive independent directors for attending Board meetings and Rs.5000/- for attending Committee meetings.</p>

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(C) Other provisions as to Board and Committees	49 (IC)	Yes	The Board meets minimum four times a year. The Board is reviewing compliance reports of all laws applicable to the company periodically.
D) Code of Conduct	(49 (ID)	Yes	The Board has laid down a code of conduct for all Board members and the senior management of the Company and the same is posted on the website of the Company.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	a) The Committee has three members. as at the end of 30 th June, 2014, all of them are non-executive independent Directors. b) The Chairman is a non-executive independent Director. c) All members are financially literate and one member has accounting and related financial management expertise.
(B) Meeting of Audit Committee	49 (II B)	Yes	The Committee meets minimum four times a year. The committee is reviewing compliance reports of all laws applicable to the company periodically.
(C) Powers of Audit Committee	49 (II C)	Yes	The Audit Committee has all specified powers.
(D) Role of Audit Committee	49 II (D)	Yes	Committee looks into the matters specified in clause-49 of listing agreement and under section 292A of the Companies Act, 1956.
(E) Review of Information by Audit Committee	49 (IIE)	Yes	Committee reviews the information on periodical basis.
III. Subsidiary Companies	49 (III)	Not Applicable	Both the subsidiaries of the Company viz. Singer India Trading Limited and Himec India Limited had gone for Members' voluntary liquidation and the Liquidator appointed by the Members'

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			had completed the report and submitted the same with the office of Official Liquidator, New Delhi. The matter is now with Official Liquidator for necessary action at their end.
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	All transactions are being done at arms length as per prevailing market practice.
(B) Disclosure of accounting treatment	49 (IV B)	Yes	
(C) Board Disclosures - Risk Management	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Not applicable	No funds raised.
(E) Remuneration of Directors	49 (IV E)	Yes	Transactions are disclosed in the Annual Report
(F) Management	49 (IV F)	Yes	Management discussion and Analysis report forms a part of the Directors Report
(G) Shareholders	49 (IV G)	Yes	Information on appointment of Directors is made in the Corporate Governance Report
V. CEO/CFO Certification	49 (V)	Yes	Certification by CEO/ CFO is placed before the Board at the meeting held to approve the annual accounts.
VI. Report on Corporate Governance	49 (VI)	Yes	Report on Corporate Governance forms a part of Annual Report
VII. Compliance	49 (VII)	Yes	The company sends the certificate along with the Directors Report to the members and Stock Exchange.

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