

CIN: L67120DL1983PLC016990

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

Name of the Company: Delta Leasing and Finance Limited

Quarter ending on: 30<sup>th</sup> June, 2014

|            | Particulars   | Clause of Listing Agreement | Compliance status (Yes/No) | Remarks  |
|------------|---|-----------------------------|----------------------------|--|
| <b>I</b>   | <b>Board of Directors</b>   | 49 I                        |                            |  |
| (A)        | Composition of Board  | 49(IA)                      | Yes                        | -  |
| (B)        | Non-executive directors' compensation & disclosure                  | 49(IB)                      | Yes                        | No Remuneration being paid to any non-executive director except sitting fees   |
| (C)        | Other provisions as to Board and Committees                         | 49(IC)                      | Yes                        | The Board has reviewed periodically the status of legal compliances and steps taken to rectify instances of non-compliance.                      |
| (D)        | Code of Conduct   | 49(ID)                      | Yes                        | The Code of Conduct applies to all Directors and employees, and the same have been posted on the website of the company.                         |
| <b>II</b>  | <b>Audit Committee</b>  | 49 II                       |                            | -  |
| (A)        | Qualified & Independent Audit Committee                             | 49(IIA)                     | Yes                        | -  |
| (B)        | Meeting of Audit Committee  | 49(IIB)                     | Yes                        | -  |
| (C)        | Powers of Audit Committee   | 49(IIC)                     | Yes                        | -  |
| (D)        | Role of Audit Committee   | 49(IID)                     | Yes                        | -  |
| (E)        | Review of information by Audit Committee                            | 49(IIE)                     | Yes                        | -  |
| <b>III</b> | <b>Subsidiary companies</b>   | 49 III                      | N.A.                       | -  |
| <b>IV</b>  | <b>Disclosures</b>  | 49 IV                       |                            | -  |
| (A)        | Basis of Related Party transactions                                 | 49 (IVA)                    | Yes                        | -  |
| (B)        | Disclosure of Accounting treatment                                  | 49 (IVB)                    | Yes                        | -  |
| (C)        | Board Disclosures-Risk management                                   | 49 (IVC)                    | Yes                        | -  |
| (D)        | Proceeds from Public Issues, rights issues, preferential issues etc | 49 (IVD)                    | NA                         | -  |
| (E)        | Remuneration of Directors   | 49 (IVE)                    | Yes                        | -  |
| (F)        | Management  | 49 (IVF)                    | Yes                        | -  |
| (G)        | Shareholders  | 49 (IVG)                    | Yes                        | -  |
| <b>V</b>   | <b>CEO/CFO Certification</b>  | 49 V                        | Yes                        | -  |
| <b>VI</b>  | <b>Report on Corporate Governance</b>                               | 49 VI                       | Yes                        | Annual Corporate Governance report already forms part of Annual Report. Quarterly compliance reports are regularly submitted to Stock Exchanges. |
| <b>VII</b> | <b>Compliance</b>   | 49 VII                      | Yes                        | Auditors' certificate on compliance of the conditions of corporate governance is included in the Annual Report.                                  |

For Delta Leasing and Finance Limited

Sd/-

Subodh Kumar Khandelwal  
(Managing Director)