

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

Name of the Company:  
Quarter ending on:

Delta Leasing and Finance Limited  
31<sup>st</sup> March, 2013

	<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance status (Yes/No)</b>	<b>Remarks</b>
<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	-
(D)	Code of Conduct	49(ID)	Yes	-
<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)	No	-
(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	-
<b>VII</b>	<b>Compliance</b>	49 VII	Yes	-

**For Delta Leasing and Finance Limited**

Sd/-  
(Subodh Kumar Khandelwal)  
Managing Director