

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **SBEC SYSTEMS (INDIA) LIMITED**

Quarter ending on: **31st December, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes / No/ N.A	Remarks
II. Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49(II B)	Yes	
(C) Non- executive Directors' compensation & disclosures	49(II C)	Yes	The Committee is not paying any compensation to Non-Executive Directors except Sitting fees for Board/Committee Meetings.
(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	
III. Audit Committee	49(III)		
(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	
IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49(V)	Yes	
VI. Risk Management	49(VI)	N.A.	
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	49(VIII)		
(A) Related Party Transactions	49(VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	
(C) Remuneration of Directors	49(VIII C)	Yes	Will be disclosed in next Annual Report of the Company.
(D) Management	49(VIII D)	Yes	Will be complied in the Annual Report for the year 2014-2015.
(E) Shareholders	49(VIII E)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues etc.	49(VIII F)	N.A.	
IX. CEO/CFO Certification	49(IX)	Yes	Will be complied in the Annual Report for the year 2014-2015.
X. Report on Corporate Governance	49(X)	Yes	Will be complied in the Annual Report for the year 2014-2015.
XI. Compliance	49(XI)	Yes	Will be complied in the Annual Report for the year 2014-2015.

for SBEC Systems (India) Limited

S. S. Agarwal
Director

Din: 00004840

