

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ending on: **30th September, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I. Board of Directors	49I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49(IB)	Yes	
(C) Other provisions as to Board and Committees	49(IC)	Yes	
(D) Code of Conduct	49(ID)	Yes	
II. Audit Committee	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	
III. Subsidiary Companies	49(III)	Yes	
IV. Disclosures	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)	N.A.	
(E) Remuneration of Directors	49(IVE)	Yes	Disclosed in Annual Report of the Company for the year ended 31 st March, 2014.
(F) Management (i) Management Discussion and Analysis Report (ii) Disclosures	49(IVF)	Yes	Disclosed in Annual Report of the Company for the year ended 31 st March, 2014.
(G) Shareholders (i) Re-appointment of Director (ii) Quarterly Results (iii) Shareholders' Grievance Committee (iv) Share Transfer Committee	49(IVG)	Yes Yes Yes Yes	
V. CEO/CFO Certification	49(V)	Yes	Disclosed in Annual Report of the Company for the year ended 31 st March, 2014.
VI. Report on Corporate Governance	49(VI)	Yes	Disclosed in Annual Report of the Company for the year ended 31 st March, 2014.
VII. Compliance	49(VII)	Yes	Disclosed in Annual Report of the Company for the year ended 31 st March, 2014.

for **SBEC Systems (India) Limited**

S. S. Agarwal
Director

