


QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ending on: **30.09.2015**

| 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(IIB) | Yes | |
| (C) Non-executive Directors' compensation & disclosures | 49(IIC) | Yes | The Committee is not paying any compensation to Non-Executive Directors |
| (D) Other provisions as to Board and Committees | 49(IID) | Yes | |
| (E) Code of Conduct | 49(IE) | Yes | |
| (F) Whistle Blower Policy | 49(IIF) | Yes | |
| III. Audit Committee | 49(III) | | |
| (A) Qualified & Independent Audit Committee | 49(IIIA) | Yes | |
| (B) Meeting of Audit Committee | 49(IIIB) | Yes | |
| (C) Powers of Audit Committee | 49(IIIC) | Yes | |
| (D) Role of Audit Committee | 49(IIID) | Yes | |
| (E) Review of Information by Audit Committee | 49(IIIE) | 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(VIIIA) | Yes | |
| (B) Disclosure of Accounting Treatment | 49(VIIIB) | Yes | |
| (C) Remuneration of Directors | 49(VIIIC) | Yes | Disclosed in Annual Report of the Company for the year ended 31 st March, 2015. |
| (D) Management | 49(VIIID) | Yes | Disclosed in Annual Report of the Company for the year ended 31 st March, 2015. |
| (E) Shareholders | 49(VIIIE) | Yes | |
| (F) Proceeds from public issues, rights issues, preferential issues etc. | 49(VIIIF) | N.A. | |
| IX. CEO/CFO Certification | 49(IX) | Yes | Disclosed in Annual Report of the Company for the year ended 31 st March, 2015. |
| X. Report on Corporate Governance | 49(X) | Yes | Disclosed in Annual Report of the Company for the year ended 31 st March, 2015. |
| XI. Compliance | 49(XI) | Yes | Disclosed in Annual Report of the Company for the year ended 31 st March, 2015. |

For SBEC Systems (India) Limited


S. S. Agarwal
Director

Din: 00004840

