

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: UB ENGINEERING LIMITED (CIN: L32109MH1970PLC014509)

Quarter ending on: September 30, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49(II)		
(II) Composition of Board	49 (IIA)	YES	The present Board comprises of a Managing Director and two Non- Executive Directors of one of whom is Independent.  The Company is in the process of appointing an Independent Director in line with and in compliance with the provisions of Clause 49 (IIA) of the Listing Agreement.
(B) Independent Directors'	49 (IIB)	YES	-
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	YES	Disclosed in the Annual Report for the year 2014.
(D) Other provisions as to Board and Committees	49 (IID)	YES	-
(E) Code of Conduct	49 (IIE)	YES	Adopted and displayed on website.
(F) Whistle blower policy	49 (IIF)	NO	The Company is in the process of establishing a vigil mechanism.
(III) Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	NO	The Company was in compliance with the provisions of Clause 49(III) until the resignation of Directors, the reporting of which has been made to the Exchanges. The Company is in process of reconstituting the Audit Committee.
(B) Meeting of Audit Committee	49 (IIIB)	NO	
(C) Powers of Audit Committee	49 (IIIC)	NO	
(D) Role of Audit Committee	49(IIID)	NO	
(E) Review of Information by Audit Committee	49 (IIIE)	NO	
(IV) Nomination and remuneration committee	49 (IV)	NO	Consequent to the resignation of Directors, the reporting of which has been made to the Exchanges, the Company is in process of reconstituting the Nomination and Remuneration Committee
(V) Subsidiary Companies	49(V)	N.A.	-
(VI) Risk management	49 (VI)	N.A.	-
(VII) Related party transaction	49 (VII)	YES	All material related party transactions have been approved by the Shareholders through special resolution.



Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
(VIII) Disclosures			
A) Related party transactions	49 (VIII A)	Yes	Will be complied in the next Annual Report
B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	-
C) Remuneration of Directors	49 (VIII C)	Yes	Complied with in the Annual Report for the financial year ended March 31, 2014
D) Management	49 (VIII D)	Yes	Complied with in the Annual Report for the financial year ended March 31, 2014.
E) Shareholders	49 (VIII E)	Yes	Complied with in the Annual Report for the financial year ended March 31, 2014.
F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	-
<b>(IX) CEO/CFO Certification</b>	49 (IX)	Yes	Complied with in the Annual Report for the financial year ended March 31, 2014.
<b>(X) Report on Corporate Governance</b>	49(X)	Yes	Complied with in the Annual Report for the financial year ended March 31, 2014.
<b>(XI) Compliance</b>	49 (XI)	Yes	Complied with in the Annual Report for the financial year ended March 31, 2014.

For UB Engineering Limited

J.K. Sardana  
Managing Director