

Quarterly Compliance Report on Corporate Governance.

Name of the Company: Sadbhav Engineering Limited

Quarter Ending on: September, 2014

| <i>Particulars</i> | <i>Clause of Listing Agreement</i> | <i>Compliance Status (Yes/No)</i> | <i>Remarks</i> |
|---|------------------------------------|-----------------------------------|-----------------------------------|
| 1 | 2 | 3 | 4 |
| I Board of Directors | 49 I | | |
| (A) Composition of Board | 49(IA) | Yes | |
| (B) Non-executive Directors' compensation & disclosures | 49(IB) | Yes | |
| (C) Other Provisions as 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(IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49(IV B) | N.A | |
| (C) Board Disclosures | 49(IV C) | Yes | |
| (D) Proceeds from public issues, right issues, preferential issues etc. | 49(IV D) | N.A. | |
| (E) Remuneration of Directors | 49(IV E) | Yes | Complied in Annual Report 2013-14 |
| (F) Management | 49(IV F) | Yes | Complied in Annual Report 2013-14 |
| (G) Shareholders | 49(IV G) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | Complied in Annual Report 2013-14 |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Complied in Annual Report 2013-14 |
| VII. Compliance | 49 (VII) | Yes | Complied in Annual Report 2013-14 |

For, Sadbhav Engineering Limited


(Vijay J. Kalyani)
Company Secretary

Sadbhav Engineering Limited

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