

**ECE INDUSTRIES LTD.**

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : **ECE Industries Limited**

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

<b>Sr. No.</b>	<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes / No</b>	<b>Remarks</b>
<b>I</b>	<b>Board of Directors</b>	49(I)		
(A)	Composition of Board	49(I)(A)	Yes	as per Annexure - A
(B)	Non-executive Directors compensation & disclosures	49(I)(B)	Yes	Disclosed in Annual Report. Will also be complied in next Annual Report.
(C)	Other provisions as to Board and Committees.	49(I)(C)	Yes	-
(D)	Code of Conduct	49(1)(D)	Yes	Published on Website of the Company. (www.eceindustriesltd.com)
<b>II</b>	<b>Audit Committee</b>	49(II)	Yes	
(A)	Qualified & independent Audit Committee	49(II)(A)	Yes	as per Annexure - B.
(B)	Meeting of Audit Committee	49(II)(B)	Yes	
(C)	Powers of Audit Committee	49(II)(C)	Yes	-
(D)	Role of Audit Committee	49(II)(D)	Yes	-
(E)	Review of information by Audit Committee	49(II)(E)	Yes	-
<b>III</b>	<b>Subsidiary Companies</b>	49(III)	N.A.	Not Applicable
<b>IV</b>	<b>Disclosures</b>	49(IV)		
(A)	Basis of related party transactions	49(IV)(A)	Yes	Disclosed in Annual Report. Will also be complied in next Annual Report.
(B)	Disclosure of Accounting Treatment	49(IV)(B)	Yes	Disclosed in Annual Report. Will also be complied in next Annual Report.
(C)	Board Disclosures - Risk Management	49(IV)(C)	Yes	Disclosed in Annual Report. Will also be complied in next Annual Report.
(D)	Proceeds from public issues, Rights Issue, preferential issues etc.	49(IV)(D)	N.A.	-
(E)	Remuneration of Directors	49(IV)(E)	Yes	Included in Annual Report to the shareholders.
(F)	Management	49(IV)(F)	Yes	Included in Annual Report to the shareholders.
(G)	Shareholders	49(IV)(G)	Yes	Included in Annual Report to the shareholders.
<b>V</b>	<b>CEO/CFO Certification</b>	49 (V)	Yes	Complied in Annual Report 2011-12. Will also be complied in the next Annual Report
<b>VI</b>	<b>Report on Corporate Governance</b>	49 (VI)	Yes	Complied in Annual Report 2011-12. Will also be complied in the next Annual Report
<b>VII</b>	<b>Compliance</b>	49 (VII)	Yes	Complied in Annual Report 2011-12. Will also be complied in the next Annual Report

Date: 09-04-2014

For ECE Industries Limited

Piyush Agarwal  
Company Secretary