

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**NAME OF THE COMPANY:** PACE AUTOMATION LIMITED  
**QUARTER ENDING ON:** 01.07.2014 to 30.09.2014

| Particulars  | Clause of Listing agreement | Compliance status Yes/No | Remarks  |
|--|-----------------------------|--------------------------|--|
| <b>I. BOARD OF DIRECTORS</b>   | 49 I                        | Yes                      | --   |
| (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                      | --   |
| <b>II. Audit Committee</b>   | 49(II)                      | Yes                      | --   |
| (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                      | --   |
| <b>III. SUBSIDIARY COMPANIES</b>   | 49(III)                     | Not applicable           | --   |
| <b>IV. Disclosures</b>   | 49(IV)                      | Yes                      | --   |
| (A) Basis of related party transactions                                  | 49(IVA)                     | Yes                      | --   |
| (B) Disclosure of Accounting treatment                                   | 49 (IVB)                    | Yes                      | No differential accounting treatment followed. |
| (C) Board disclosures  | 49(IVC)                     | Yes                      | --   |
| (D) Proceeds from Public issues, rights issues, preferential issues etc. | 49(IVD)                     | Not applicable           | --   |
| (E) Remuneration of Directors  | 49(IVE)                     | Yes                      | Will be disclosed in the next Annual Report    |
| (F) Management   | 49(IVF)                     | Yes                      | Will be disclosed in the next Annual Report    |
| (G) Shareholders   | 49(IVG)                     | Yes                      | Will be disclosed in the next Annual Report    |
| <b>V. CEO/CFO CERTIFICATION</b>  | 49(V)                       | Yes                      | Will be disclosed in the next Annual Report    |
| <b>VI. Report on Corporate Governance</b>                                | 49(VI)                      | Yes                      | Will be disclosed in the next Annual Report    |
| <b>VII. Compliance</b>   | 49(VII)                     | Yes                      | Will be disclosed in the next Annual Report    |

For PACE AUTOMATION LIMITED

  
