

Annexure - XI to the Listing Agreement

Quarterly Compliance Report on Corporate Governance

Name of the Company: Pebco Motors Limited

Quarter ending on: 30th September 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	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	Shall be disclosed in detail in Corporate Governance Report for the year ended 31st March 2016
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	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)	N.A.	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	Shall be disclosed in detail in Corporate Governance Report for the year ended 31st March 2016
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	Shall be disclosed in detail in Corporate Governance Report for the year ended 31st March 2016
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	Shall be disclosed in detail in Corporate Governance Report for the year ended 31st March 2016
(C) Remuneration of Directors	49 (IIIC)	Yes	Shall be disclosed in detail in Corporate Governance Report for the year ended 31st March 2016
(D) Management	49 (IIID)	Yes	Shall be disclosed in detail in Corporate Governance Report for the year ended 31st March 2016
(E) Shareholders	49 (IIIE)	Yes	Shall be disclosed in detail in Corporate Governance Report for the year ended 31st March 2016
(F) Disclosure of resignation of Directors	49 (IIIF)	Yes	

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(G) Disclosure of formal letter of appointment	49 (VIII G)	Yes	
(H) Disclosure in the Annual report	49 (VIII H)	Yes	
(I) Proceeds from public issue, rights issue, preferential issue, etc	49 (VIII I)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	Shall be disclosed in detail in Corporate Governance Report for the year ended 31st March 2016
X. Report on Corporate Governance	49 (X)	Yes	Shall be disclosed in detail in Corporate Governance Report for the year ended 31st March 2016
XI. Compliance	49 (XI)	Yes	Shall be disclosed in detail in Corporate Governance Report for the year ended 31st March 2016

PEBCO MOTORS LIMITED
 Company Secretary
[Signature]
 Authorised Signatory