



Quarterly Compliance Report on Corporate Governance

Name of the Company: **ULTRACAB (INDIA) LIMITED**

Quarter ended on : 30th September, 2015

	Particular	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I.	Board of Directors	52 I		
	(A) Composition of Board	52 (IA)	Yes	<p>The Board consist of the following Directors:</p> <ol style="list-style-type: none"> 1. Mr. Niteshbhai Vaghasiya – Chairman cum Managing Director 2. Mr. Pankaj Shingala – Wholetime Director 3. Mrs. Sangeetaben Vaghasiya – Non executive Director 4. Mr. Bipinchandra Sangani – Independent Director 5. Mr. Kanjibhai Patel – Independent Director 6. Mr. Jayshanker Dave – Independent Director <p>The Board of Directors of the Company has optimum combination of Executive and Independent Directors with not less than fifty percent of the Board Directors comprising of Independent Directors.</p>
	(B) Non-executive Directors compensation & disclosures	52 (IB)	Yes	No compensation paid to the Non-executive Directors, required disclosures have been made in the Annual Report for the year 2014-15.
	(C) Other Provisions as to Board and Committees	52 (IC)	Yes	<p>The Board meetings are held at least four times a year, with a maximum, time gap of four months between any two meetings.</p> <p>None of the Directors of the Company is a member in more than</p>



ULTRACAB (INDIA) LIMITED

■ **Regd. Office :**

Survey No. 262, B/h. Galaxy Bearings Ltd.
Shapar (Veraval), Dist: Rajkot-360024. Gujarat, (India).
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E-Mail : info@ultracab.in
CIN No. : L31300GJ2007PLC052394

■ **Corporate Office :**

C-303, Imperial Heights, Opp. Big Bazar,
150 Ft. Ring Road, Rajkot-360005. Gujarat, (India).
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				ten committees of chairman of more than five committees across all companies in which he is a Director.
	(D) Code of Conduct	52 (ID)	Yes	The Board of Directors has laid down a code of conduct for all Board members and senior management of the company. All the members and senior management personnel have affirmed compliance with the code of conduct at the end of the year and the Annual Report contains a declaration to this effect signed by the CEO.
II.	Audit Committee	52 (II)		
	(A) Qualified & Independent Audit Committee	52 (IIA)	Yes	All members of the Audit Committee are financially literate and at least one member has accounting/ related financial management expertise. The chairman of the Audit Committee is an Independent Director. Presently the Audit committee consists of the following: 1. Mr. Bipinchandra Sangani – Chairman 2. Mr. Jayshanker Dave – Member 3. Mr. Nitesh Vaghasiya - Member
	(B) Meeting of Audit Committee	52 (IIB)	Yes	The Audit Committee holds meetings at least four times in a year and not more than four months elapse between two meetings.
	(C) Power of Audit Committee	52 (IIC)	Yes	As per Clause 52 (II C)
	(D) Role of Audit Committee	52 (IID)	Yes	As per Clause 52 (II D)
	(E) Review of Information by Audit Committee	52 (IIE)	Yes	As per Clause 52 (II E)
III.	Subsidiary Companies	52 (III)	N.A.	-----
IV.	Disclosures	52 (IV)		
	(A) Basis of related party transactions	52 (IV A)	Yes	A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the audit committee. Details of material



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				individual transactions with related parties which, are not in the normal course of business is placed before the audit committee whenever applicable. Details of the material individual transactions with related parties or others, if any, which are not on arm's length basis shall be placed before the audit committee, together with Management's justification for the same being given in the Annual Report.
(B) Disclosure of Accounting Treatment	52 (IV B)	Yes		Where in the preparation of financial statements, a treatment different from that prescribed in an Accounting standard would be followed, the fact shall be disclosed in financial statements.
(C) Board Disclosure	52 (IV C)	Yes		-----
(D) Proceeds from public issues, Rights issues, Preferential issues etc.	52 (IV D)	Yes		Total 468000 equity shares issued on preferential basis to and all compliance followed as per the SEBI (ICDR) Regulation, 2009. The money raised through preferential issue and application of fund by major category disclosed in half yearly declaration of financial Results, and statements certified by the statutory Auditors of the Company.
(E) Remuneration of Directors	52 (IV E)	Yes		The Remuneration Committee consists of the following: 1. Mr. Kanjibhai Patel – Chairman 2. Mr. Bipinchandra Sangani – Member 3. Mrs. Sangeetaben Vaghasiya – Member Other disclosure with regard to Remuneration to Directors are made in the Annual Report for the year 2014 – 15.
(F) Management	52 (IV F)	Yes		Management discussion and analysis Report are given in the annual Report for the year ended 31 st , March 2015.
(G) Shareholders	52 (IV G)	Yes		Complied in Annual Report of the Company for the year ended 31 st , March 2015.
V. CEO / CFO Certification	52 (V)	Yes		Complied in Annual Report of the Company for the year 2014 – 15.

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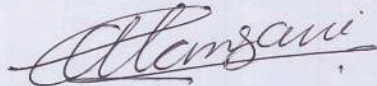
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VI.	Report on Corporate Governance	52 (VI)	Yes	An Iso 9001:2008 Certified Company A separate section on Corporate Governance is given in Annual Report for the year 2014 – 15.
VII.	Compliance	52 (VII)	Yes	A certificate from the Auditors regarding compliance of conditions of Corporate Governance is given in the Annual Report of 2014 – 15.

For, ULTRACAB (INDIA) LIMITED



CS Mayur Gangani

Company Secretary & Compliance Officer



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