

**Quarterly Compliance Report on Corporate Governance**

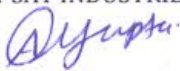
Name of the Company : SAT INDUSTRIES LIMITED

Quarter Ending on : 30-09-2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49(II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49(IIB)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49(IIC)	Yes	
(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	
<b>III. Audit Committee</b>	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	
(B) Meeting of Audit Committee	49(IIIB)	Yes	
(C) Powers of Audit Committee 49 (IIC)	49(IIIC)	Yes	
(D) Role of Audit Committee	49(IIID)	Yes	
(E) Review of Information by Audit Committee	49(IIIE)	Yes	
<b>IV. Nomination and remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49(V)	Yes	
<b>VI. Risk Management</b>	49(VI)	NA	Refer Note 1
<b>VII. Related Party Transactions</b>	49(VII)	Yes	
<b>VIII. Disclosures</b>	49(VIII)		
(A) Related party transactions	49(VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49(VIIIB)	Yes	Complied in the Annual Report of F.Y. 2014-15.
(C) Remuneration of Directors	49(VIIIC)	Yes	Complied in the Annual Report of F.Y. 2014-15.
(D) Management	49(VIIID)	Yes	Complied in the Annual Report of F.Y. 2014-15.
(E) Shareholders	49(VIIIE)	Yes	Complied in the Annual Report of F.Y. 2014-15.
(F) Proceeds from public issues, right issue, preferential issue, etc	49(VIIIF)	Yes	
<b>IX. CEO/CFO Certification</b>	49(IX)	Yes	Refer Note 1
<b>X. Report on Corporate Governance</b>	49(X)	NA	Refer Note 1
<b>XI. Compliance</b>	49(XI)	NA	Refer Note 1

Note 1 : As per Circular vide CIR/CFD/POLICY CELL/7/2014 dated 15<sup>th</sup> September, 2014; the Clause 49 of the Listing Agreement is not applicable to us since Company's paid up share capital is Rs. 9,20,00,000/- i.e less than Rs. 10,00,00,000/- during the financial year 2014-15.

For SAT INDUSTRIES LIMITED

  
Alka Gupta  
Company Secretary

