

**Compliance Report on Corporate Governance  
under Clause 49 of the Listing Agreement.**

Name of the Company: **Techno Electric & Engineering Company Limited**  
Quarter ending on : **31<sup>st</sup> March, 2012**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Will be complied with at the AGM and disclosed in the Annual Report.
(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)		
(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)	Yes	Will be complied in the next Annual Report.
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	Will be complied in the next Annual Report.
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Will be complied in the next Annual Report.
(C) Board Disclosures	49 (IVC)	Yes	Will be complied in the next Annual Report.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	N.A.	The Company has not raised any proceeds.
(E) Remuneration of Directors	49 (IVE)	Yes	Will be complied in the next Annual Report.
(F) Management	49 (IVF)	Yes	Will be complied in the next Annual Report.
(G) Shareholders	49 (IVG)	Yes	Will be complied in the next Annual report.
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Will be complied in the next Annual Report.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied in the next Annual Report.
<b>VII. Compliance</b>	49 (VII)	Yes	Will be complied in the next Annual Report.

