

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: **QUANTUM BUILD-TECH LIMITED**

Quarter ending on : **30.06.2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No/NA	Remarks
<b>II. Board of Directors</b>	49 (II)	-	<b>AS PER THE NOTES ANNEXED HERETO</b>
(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 (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)	NA	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)	-	
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues etc.	49 (VIII F)	NA	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Will be complied in upcoming Annual Report	
<b>XI. Compliance</b>	49 (XI)	Will be complied in upcoming Annual Report	



**Note 1: Clause 49 (II)-BOARD OF DIRECTORS**

**Clause 49 (IIA)**

**Composition of Board**

**BOARD OF DIRECTORS**

- |                             |                         |
|-----------------------------|-------------------------|
| 1. Mr. Guduru Satyanarayana | - Managing Director**   |
| 2. Mr.M. Rambabu            | - Whole-Time Director** |
| 3. Mrs. Kodali Vijayarani   | - Director#             |
| 4. Mr. K. Saraswathi Kumar  | - Director*             |
| 5. Mr. Sripathi-Ram Reddy   | - Director*             |
| 6. Mr. K. Prabhaker Reddy   | - Director*             |

\*\*Executive Directors

\* Independent Non-Executive Directors

# Women Director pursuant to the requirement of Clause 49(II)(A)(1) of Listing Agreement

**Clause 49 (IIB)**

**Independent Directors**

The Board of Directors of the Company is comprised of requisite number of Independent Directors as per Clause 49(II)(A) and further, all the directors fulfill the criteria of Independent Director as mentioned under Clause 49(II)(B) of the listing agreement.

**Clause 49 (IIC)**

**Non-executive Directors' compensation & disclosures**

No remuneration is paid to the Non-executive Directors, except sitting fee.

**Clause 49 (IID)**

**Other provisions as to Board and Committees**

1. The Company is conducting the Board Meetings regularly and it is also ensured that the gap between two Board Meetings conducted does not exceed a period of one hundred and twenty days.
2. No Director is a Member of more than 10 committees or chairman of more than 5 committees across all companies in which he is a director.

**Clause 49 (IIE)**

**Code of Conduct**



Code of conduct for all the Board members and senior management was adopted in the Board meeting and the same is posted on the website. Affirmation of compliance to the Code on annual basis by the Board and senior management will be complied in the Annual Report and the same is updated in the Company's website.

**Clause 49 (IIF)**

**Whistle Blower Policy**

The Company has established a Vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy and also to provide for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism. The Whistle Blower Policy has been updated in the Company's website.

**Note 2: Clause 49 (III)-AUDIT COMMITTEE**

**Clause 49 (IIIA)**

**Qualified & Independent Audit Committee**

The following are the members of the Audit Committee:

- |                            |           |
|----------------------------|-----------|
| 1. Mr. K. Prabhakar Reddy  | Chairman* |
| 2. Mr. S. Ram Reddy        | Member *  |
| 3. Mr. K. Saraswathi Kumar | Member*   |

\* Independent Non-Executive Directors

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

The following are the members of Stakeholders Relationship Committee:

- |                            |            |
|----------------------------|------------|
| 1. Mr. Sripathi Ram Reddy  | - Chairman |
| 2. Mrs. Kodali Vijaya Rani | - Member   |
| 3. Mr. K. Sarswathi Kumar  | - Member   |

**Clause 49 (IIIB)**

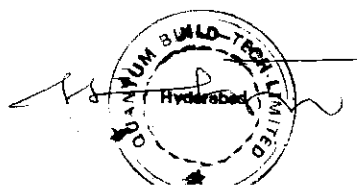
**Meeting of Audit Committee**

The Audit Committee met as and when required and all the members were present at the meeting and it is ensured that at least four meetings are held in a year with not more than four months gap between two meetings.

**Clause 49 (IIIC) (III D) (III E)**

**Powers, Role of and Review of Information by Audit Committee**

The power, role of and review of information by the Audit Committee are as per the Listing Agreement and the Companies Act, 2013.



**Note 3: Clause 49 (IV)-NOMINATION AND REMUNERATION COMMITTEE**

The Committee constituted by the Company is responsible for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.

The following are the members of the Remuneration Committee:

1. Mr. K.Sarswathi Kumar - Chairman\*
2. Mr. Ram Reddy Sripathi - Member\*
3. Mr K. Prabhakar Reddy - Member\*

\* Independent and Non-Executive Directors

**Note 4: Clause 49 (V)-SUBSIDIARY COMPANIES**

- a. At least one independent director on the Board of Directors of the holding company shall be a director on the Board of Directors of material non listed Indian subsidiary companies. – N.A.
- b. The Audit Committee of the listed holding company shall also review the financial statements, in particular, the investments made by the unlisted subsidiary companies. – N.A.
- c. The Minutes of the Board Meetings of the unlisted subsidiary companies shall be placed at the Board meeting of the listed holding company. The management should periodically bring to the attention of the Board of Directors of the listed holding company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary Companies. – N.A.

**Note 5: Clause 49 (VI)-RISK MANAGEMENT**

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures and the Board is responsible for framing, implementing and monitoring the risk management plan for the company.

**Note 6: Clause 49 (VII)-RELATED PARTY TRANSACTIONS**

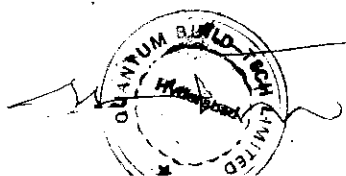
The basis of related party transactions are reviewed and approved by the Audit Committee and none of the transactions are in potential conflict with the interests of the Company.

**Note 7: Clause 49 (VIII)-DISCLOSURES**

**Clause 49 (VIII A)-**

**Related Party Transactions**

The basis of related party transactions are reviewed and approved by the Audit Committee and none of the transactions are in potential conflict with the interests of the Company. The



details of Related Party Transactions entered into by the Company during the quarter are as under:

**A) Related parties and their relationship**

**I. Associate Concerns**

1. M/s.Vijaya Madhavi Investments Pvt Ltd

**B) Transactions with related parties during the quarter ended 30<sup>th</sup> June, 2015**

Nature of Transactions	Amount of Transactions from 01.04.2015-30.06.2015 (In Rs.)
<b>(a) Transactions during the Quarter</b> M/s.Vijaya Madhavi Investments Pvt Ltd	NIL
<b>(b) Balance outstanding as at the end of Quarter</b> G.Satyanarayana M.Rambabu M.Jyothi sree M.Prameela Rani	Rs. 5,39,127/- Rs.25,17,934/- Rs.15,62,475/- Rs.16,36,900/-

**Clause 49 (VIIB)-**

**Disclosure of Accounting Treatment**

The Company follows Accounting Standards notified under the Companies Act, 2013 in the preparation of financial statements. The Company has not adopted a treatment different from that prescribed in an Accounting Standards.

**Clause 49 (VIIC)-**

**Remuneration of Directors**

The details of the remuneration paid to the Managing Director and Director- Technical will be compiled in the Annual Report.

**Clause 49 (VIID)-**

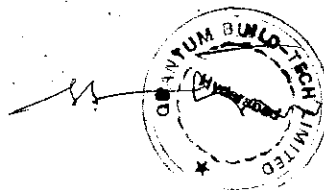
**Management**

The Management Discussion and Analysis Report are compiled in the Annual Report.

**Clause 49 (VIIE)-**

**Shareholders**

1. Quarterly results are being sent to the stock exchange on timely basis.
2. There are no pending investor grievances.



3. The share transfers work has been delegated to the Registrars which are attended once in a fortnight.

**Clause 49 (VIII F)-**

**Proceeds from public issues, rights issue, preferential issues etc.**

There was no public, rights or preferential issue proceeds outstanding and hence the compliance of the sub clause does not arise.

**Note 8: Clause 49 (IX)- CEO/CFO CERTIFICATION**

The CEO/CFO certification is included in the Annual Report.

**Note 9: Clause 49 (X)- REPORT ON CORPORATE GOVERNANCE**

The corporate governance report is complied with in the Annual Report.

**Note 10: Clause 49 (XI)- COMPLIANCE**

Certificate from the Auditors for compliance with clause 49 is complied with in the Annual Report.

Yours truly,

**For QUANTUM BUILD-TECH LIMITED**

  
**(SATYANARAYANA GUNURU)**  
**MANAGING DIRECTOR**

**DIN: 02051710**

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OU Colony, Shaikpet, Toli Chowki,  
Hyderabad- Telangana 500008.

