

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY: PACE AUTOMATION LIMITED
QUARTER ENDING ON: 01.07.2011 to 30.09.2011

| Particulars | Clause of Listing agreement | Compliance status Yes/No | Remarks |
|--|-----------------------------|--------------------------|--|
| I. BOARD OF DIRECTORS | 49 I | Yes | -- |
| (A) Composition of Board | 49(IA) | Yes | -- |
| (B) Non-executive Directors compensation & disclosures | 49(IB) | Yes | -- |
| (C) Other provisions as to Board and Committees | 49(IC) | Yes | -- |
| (D) Code of conduct | 49(ID) | Yes | -- |
| II. Audit Committee | 49(II) | Yes | -- |
| (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 | -- |
| III. SUBSIDIARY COMPANIES | 49(III) | Not applicable | -- |
| IV. Disclosures | 49(IV) | Yes | -- |
| (A) Basis of related party transactions | 49(IVA) | Yes | -- |
| (B) Disclosure of Accounting treatment | 49 (IVB) | Yes | No differential accounting treatment followed. |
| (C) Board disclosures | 49(IVC) | Yes | -- |
| (D) Proceeds from Public issues, rights issues, preferential issues etc. | 49(IVD) | Not applicable | -- |
| (E) Remuneration of Directors | 49(IVE) | Yes | Will be disclosed in the next Annual Report |
| (F) Management | 49(IVF) | Yes | Will be disclosed in the next Annual Report |
| (G) Shareholders | 49(IVG) | Yes | Will be disclosed in the next Annual Report |
| V. CEO/CFO CERTIFICATION | 49(V) | Yes | Will be disclosed in the next Annual Report |
| VI. Report on Corporate Governance | 49(VI) | Yes | Will be disclosed in the next Annual Report |
| VII. Compliance | 49(VII) | Yes | Will be disclosed in the next Annual Report |

For PACE AUTOMATION LIMITED

