

## Quarterly Compliance Report on Corporate Governance

Name of the Company: **FOX SOFTWARE TECHNOLOGIES LIMITED**

Quarter Ending on : **30<sup>th</sup> June, 2013**

Particulars	Clause of Listing Agreement	Compliance Status [Yes/ No]	Remarks
<b>I. Board of Directors</b>	<b>49 (I)</b>		
(A) Composition of Board	<b>49 (IA)</b>	<b>Yes</b>	
(B) NEDs compensation & disclosures	<b>49 (IB)</b>	<b>Yes</b>	
(C) Other provisions as to Board and Committees	<b>49 (IC)</b>	<b>Yes</b>	
(D) Code of conduct	<b>49 (ID)</b>	<b>Yes</b>	
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(A) Qualified & Independent Audit Committee	<b>49 (IIA)</b>	<b>Yes</b>	
(B) Meeting of Audit Committee	<b>49 (IIB)</b>	<b>Yes</b>	
(C) Power of Audit Committee	<b>49 (IIC)</b>	<b>Yes</b>	
(D) Role of Audit Committee	<b>49 (IID)</b>	<b>Yes</b>	
(E) Review of information by Audit Committee	<b>49 (IIE)</b>	<b>Yes</b>	
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	<b>N.A.</b>	
<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(A) Basis of related party transactions	<b>49 (IVA)</b>	<b>Yes</b>	
(B) Disclosures of accounting treatment	<b>49 (IVB)</b>	<b>Yes</b>	
(C) Board Disclosures	<b>49 (IVC)</b>	<b>Yes</b>	
(D) Proceeds from Public Issues, Right Issues, Preferential Issues etc.	<b>49 (IVD)</b>	<b>N.A.</b>	
(E) Remuneration of Directors	<b>49 (IVE)</b>	<b>N.A.</b>	
(F) Management	<b>49 (IVF)</b>	<b>Yes</b>	
(G) Shareholders	<b>49 (IVG)</b>	<b>Yes</b>	
<b>V. CEO / CFO Certification</b>	<b>49 (V)</b>	<b>Yes</b>	
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	<b>Yes</b>	
<b>VII. Compliance</b>	<b>49 (VII)</b>	<b>Yes</b>	

*For Fox Software Technologies Limited*

**Compliance Officer**

Date: 09<sup>th</sup> July, 2013