

Quarterly Compliance Report on Corporate Governance

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

Quarter Ending on : **March 31, 2014**

Particulars	Clause of Listing Agreement	Compliance Status [Yes/ No]	Remarks
I. Board of Directors	49 (I)		
(A) Composition of Board	49 (IA)	Yes	
(B) NEDs compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board & Committees	49 (IC)	Yes	
(D) Code of conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Power 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)	N.A.	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	N.A.	
(B) Disclosures of accounting treatment	49 (IVB)	Yes	
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from Public Issues, Right Issues, Preferential Issues etc.	49 (IVD)	N.A.	
(E) Remuneration of Directors	49 (IVE)	N.A.	
(F) Management	49 (IVF)	Yes	
(G) Shareholders	49 (IVG)	Yes	
V. CEO / CFO Certification	49 (V)	Yes	Forms part of Annual Report 2012-13; & the same will form part of Annual Report 2013-14
VI. Report on Corporate Governance	49 (VI)	Yes	Forms part of Annual Report 2012-13; & the same will form part of Annual Report 2013-14
VII. Compliance	49 (VII)	Yes	Complied in the Annual Report 2012-13; and will be complied in the Annual Report 2013-14

For Fox Software Technologies Limited

Ashok Mehta
Compliance Officer
 Date: April 11, 2014