

## Quarterly Compliance Report on Corporate Governance

Name of the Company: **FOX SOFTWARE TECHNOLOGIES LIMITED**  
 Quarter Ending on : **31<sup>st</sup> December, 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	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	
<b>II. Audit Committee</b>	<b>49 (II)</b>		
(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	
<b>III. Subsidiary Companies</b>	<b>49 (III)</b>	N.A.	
<b>IV. Disclosures</b>	<b>49 (IV)</b>		
(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	
<b>V. CEO / CFO Certification</b>	<b>49 (V)</b>	Yes	Forms part of Annual Report 2012-13; & the same will form part of Annual Report 2013-14
<b>VI. Report on Corporate Governance</b>	<b>49 (VI)</b>	Yes	Forms part of Annual Report 2012-13; & the same will form part of Annual Report 2013-14
<b>VII. Compliance</b>	<b>49 (VII)</b>	Yes	Complied in the Annual Report 2012-13; and will be complied in the Annual Report 2013-14

For Fox Software Technologies Limited

*Ashtak Mehta*

Compliance Officer

Date: 13<sup>th</sup> January, 2014