

**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

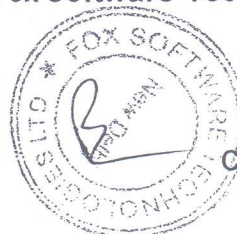
**Name of the Company: FOX SOFTWARE TECHNOLOGIES LIMITED**

**Quarter ending on: 30<sup>th</sup> June, 2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	49 I		
(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	
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee		Yes	
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	Yes	
(D) Role of Audit Committee	49 II(D)	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 (IV A)	N.A	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	N.A	
(E) Remuneration of Directors	49 (IV E)	N.A	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Will form part of Annual Report 2014-15
<b>VI. Report on Corporate Governance</b>	49 (VI)	N.A	Will form part of Annual Report 2014-15
<b>VII. Compliance</b>	49 (VII)	N.A	Will form part of Annual Report 2014-15

For Fox Software Technologies Limited

Date: 10<sup>th</sup> July, 2014  
Place: New Delhi



*Ashok Mehta*

**Ashok Mehta**  
Compliance Officer