



# Fox Software Technologies Limited

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## Quarterly Compliance Report on Corporate Governance

Name of the Company:

**FOX SOFTWARE TECHNOLOGIES LIMITED**

Quarter Ending on:

**30<sup>th</sup> September, 2012**

| 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>Yes</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>                  | Has been placed before the Board of Directors; & forms part of Annual Report 2011-12     |
| <b>VI. Report on Corporate Governance</b>                               | <b>49 (VI)</b>              | <b>Yes</b>                  | Forms part of Annual Report 2011-12; & the same will form part of Annual Report 2012-13  |
| <b>VII. Compliance</b>  | <b>49 (VII)</b>             | <b>Yes</b>                  | Complied in the Annual Report 2011-12; and will be complied in the Annual Report 2012-13 |

13/10/2012  
Delhi

Ashish Malik

