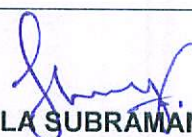


**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER  
ENDED 30<sup>th</sup> JUNE, 2015**


Particulars	Clause of Listing agreement	Compliance status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	YES	N. A.
(B) Independent Directors	49 (IIB)	YES	N. A.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	N.A	Will be complied in the Annual Report for the year 2014 – 2015
(D) Other provisions as to Board and Committees	49 (IID)	YES	N. A.
(E) Code of Conduct	49 (IIE)	YES	N. A.
(F) Whistle Blower Policy	49 (IIF)	YES	N. A.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	N. A.
(B) Meeting of Audit Committee	49 (IIIB)	YES	N. A.
(C) Powers of Audit Committee	49 (IIIC)	YES	N. A.
(D) Role of Audit Committee	49 (IIID)	YES	N. A.
(E) Review of Information by Audit Committee.	49 (IIIE)	YES	N. A.



  
**V BALA SUBRAMANYAM**  
 Executive Director

IV. Nomination and Remuneration Committee	49 (IV)	YES	N. A.
V. Subsidiary companies	49 (V)	YES	Complied in the Annual Report for the year 2013 – 2014
VI. Risk Management	49 (VI)	YES	N. A.
VII. Related Party Transactions	49 (VII)	YES	<p>The company has entered into related party transactions with GeniusDoc Inc., USA for supply of services relating to development and upgradation of the product GeniusDoc. The company has entered into an agreement for supply of the aforesaid services in the year 2011 and the same is valid for 5 years. Value of transaction entered into with GeniusDoc during the quarter i.e., from 01.04.2015 to 30.06.2015 is USD 99,054 (equivalent to INR 63,09,551/- approximately)</p> <p>The company has not entered into any other related party transactions.</p>
VIII. Disclosures	49 (VIII)	YES	Complied in the Annual Report for the year 2013 – 2014
(A) Related party transactions	49 (VIII A)	N.A	Complied in the Annual Report for the year 2013 – 2014
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A	Complied in the Annual Report for the year 2013 – 2014

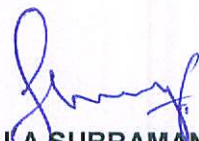


  
**V BALA SUBRAMANYAM**  
 Executive Director



(C) Remuneration of Directors	49 (VIII C)	N.A	Complied in the Annual Report for the year 2013 – 2014
(D) Management	49 (VIII D)	N.A	Complied in the Annual Report for the year 2013 – 2014
(E) Shareholders	49 (VIII E)	N.A	Complied in the Annual Report for the year 2013 – 2014
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A	No Public issues, rights issues, preferential issues etc., during the year.
<b>IX. CEO / CFO Certification</b>	49 (IX)	N.A	Complied in the Annual Report for the year 2013 – 2014
<b>X. Report on Corporate Governance</b>	49 (X)	N.A	Complied in the Annual Report for the year 2013 – 2014
<b>XI. Compliance</b>	49 (XI)	N.A	Complied in the Annual Report for the year 2013 – 2014



  
**V BALA SUBRAMANYAM**  
 Executive Director