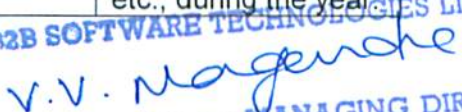


COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER
ENDED 30TH JUNE, 2013

Particulars	Clause of Listing agreement	Compliance status Yes/No/N.A	Remarks
1. Board of Directors	49 I		
(A) Composition of Board	49 (IA)	YES	N. A.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A	Will be complied in the Annual Report for the year 2012 – 2013
(C) Other provisions as to Board and Committees	49 (IC)	YES	N. A.
(D) Code of Conduct	49 (ID)	YES	N. A.
			N. A.
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	N. A.
(B) Meeting of Audit Committee	49 (IIB)	YES	N. A.
(C) Powers of Audit Committee	49 (IIC)	YES	N. A.
(D) Role of Audit Committee	49 (IID)	YES	N. A.
(E) Review of Information by Audit Committee.	49 (IIE)	YES	N. A.
III. Subsidiary companies	49 (III)	YES	Will be complied in the Annual Report for the year 2012 – 2013
IV. Disclosures	49 (IV)		Will be complied in the Annual Report for the year 2012 – 2013
(A) Basis of related party transactions	49 (IV A)	N.A	Will be complied in the Annual Report for the year 2012 – 2013
(B) Board of Disclosures	49 (IV B)	YES	N. A.
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	N.A	No Public issues, rights issues, preferential issues etc., during the year.


V V NAGENDRA
 Managing Director

(D) Remuneration of Directors	49 (IV D)	N.A	Will be complied in the Annual Report for the year 2012 – 2013
(E) Management	49 (IV E)	N.A	Will be complied in the Annual Report for the year 2012 – 2013
(F) Shareholders	49 (IV F)	N.A	Will be complied in the Annual Report for the year 2012 – 2013
V. CEO/CFO Certification	49 (V)	N.A	Will be complied in the Annual Report for the year 2012 – 2013
VI. Report on Corporate Governance	49 (VI)	N.A	Will be complied in the Annual Report for the year 2012 – 2013
VII. Compliance	49 (VII)	N.A	Will be complied in the Annual Report for the year 2012 – 2013

32B SOFTWARE TECHNOLOGIES LIMITED

V.V. Nagendra

V V NAGENDRA
MANAGING DIRECTOR