

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE  
QUARTER ENDED 30<sup>TH</sup> SEPTEMBER, 2012**

Particulars	Clause of Listing agreement	Compliance status Yes/No/N.A	Remarks
<b>1. Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	YES	N. A.
(B) Non-executive Directors' compensation & disclosures	49 (IB)	N.A	Complied in the Annual Report for the year 2011 – 2012
(C) Other provisions as to Board and Committees	49 (IC)	YES	N. A.
(D) Code of Conduct	49 (ID)	YES	N. A.
<b>II. Audit Committee</b>	49 (II)		N. A.
(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.
<b>III. Subsidiary companies</b>	49 (III)	YES	Complied in the Annual Report for the year 2011 – 2012
<b>IV. Disclosures</b>	49 (IV)		Complied in the Annual Report for the year 2011 – 2012
(A) Basis of related party transactions	49 (IV A)	N.A	Complied in the Annual Report for the year 2011 – 2012
(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.
(D) Remuneration of Directors	49 (IV D)	N.A	Complied in the Annual Report for the year 2011 – 2012
(E) Management	49 (IV E)	N.A	Complied in the Annual Report for the year 2011 – 2012

**33B SOFTWARE TECHNOLOGIES LIMITED**  
*V.V. Madhendra*  
**V. V. MADHENDRA, DIRECTOR**  
**Managing Director**

(F) Shareholders	49 (IV F)	N.A	Complied in the Annual Report for the year 2011 – 2012
V. CEO/CFO Certification	49 (V)	N.A	Complied in the Annual Report for the year 2011 – 2012
VI. Report on Corporate Governance	49 (VI)	N.A	Complied in the Annual Report for the year 2011 – 2012
VII. Compliance	49 (VII)	N.A	Complied in the Annual Report for the year 2011 – 2012

**B2B SOFTWARE TECHNOLOGIES LIMITED**

*V.V. Nagendra*

**MANAGING DIRECTOR**

**V V NAGENDRA,  
Managing Director**