

QUARTERLY COMPLIANCE REPORT CLAUSE 49 ON CORPORATE GOVERNANCE:

Name of the Company KCC SOFTWARE LIMITED

Quarter ending on 31st March , 2015

	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
II	Board of Directors	49 (II)		
(A)	Composition of Board	49 (IIA)	Yes	Out of four directors- 2 are executive and 2 are non- executive directors
(B)	Independent Directors	49 (IIB)	Yes	The Board comprises of 2 Non-Executive directors of which both of them are independent directors.
(C)		49 (IIC)	N.A.	No remuneration is being paid to any of the non-executive Director of the Company -
(D)	Other Provisions as to Board & committees	49 (IID)	Yes	The Company is complying with the requirement of holding 4 board meetings in every year. No director is member of more than 10 committees or acting as chairman of more than 5 companies in which he is a director
(E)	Code of Conduct	49 (IIE)	Yes	All the Board Members & Senior management executives of the Company ensure compliance with Code of Conduct and declaration of the same is the part of Annual Report, COC is posted on the Website of the Company.
(F)	Whistle Blower Policy	49 (IIF)	Yes	The Company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/ notified persons. The reports received from any employee will be reviewed by the Audit Committee. It is affirmed that no person has been denied access to the Audit Committee in this respect.
III	Audit Committee	49 (III)		-
(A)	Qualified & Independent audit committee	49 (IIIA)	Yes	The Committee comprises of 2 Non-Executive directors of which both of them are independent directors. The Chairman of the Committee is an Independent Director. All the members are with sound financial and accounting knowledge.
(B)	Meeting of Audit Committee	49 (IIIB)	Yes	Meeting was held once during the Quarter
(C)	Powers of Audit Committee	49 (IIIC)	Yes	Company have all the powers given by Clause 49 of the Listing Agreement.
(D)	Role of Audit Committee	49 (IIID)	Yes	It includes all functions as given in the Listing Agreement.
(E)	Review information by Audit Committee	49(IIIE)	Yes	Reviews of all the information is given in Clause 49 of Listing Agreement.

IV	NOMINATION & REMUNERATION COMMITTEE	49 (IV)	Yes	The Committee comprises of two independent directors. The Chairman of the Committee is Non- Executive director.
V	SUBSIDIARY COMPANIES	49(V)	N. A.	No Subsidiary Company.
VI	RISK MANAGEMENT	49(VI)	Yes	The Company has laid down the various procedures to inform Board Members about the risk involved in the business, its assessment and also its minimization . These procedures are been periodically reviewed and ensures that management controls risk through properly defined framework.
VII	RELATED PARTY TRANS ACTIONS	49(VII)	Yes	As per accounting Standard 18, the disclosures of transactions with related parties shall be forming a part of the notes to the Financial Statements .
VIII	DISCLOSURES	49(VIII)		-
(A)	Related Party Transactions	49(VIIIA)	Yes	The Company do not have any related party that may have potential conflict with the interest of the Company at large.
(B)	Disclosure of Accounting Treatment	49(VIIIB)	Yes	No deviations from Accounting Standards. The financial statements present true and fair view of underlying business transactions.
(C)	Remuneration of Directors	49(VIIIC)	Yes	Details of the Remuneration paid shall be forming a part of Corporate Governance Report ensuing AGM.
(D)	Management	49(VIIID)	Yes	Management Discussion & Analysis Report Shall be forming part of Corporate Governance Report in ensuing AGM
(E)	Shareholders	49(VIIIE)	Yes	All Compliances are made as and when arises.
(F)	Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49(VIIIF)	Yes	No money has been raised by Public Issues, Rights Issues, Preferential Issues etc.-
IX	CEO/CFO Certification	49 (IX)	Yes	Shall be forming part of Corporate Governance Report in ensuing AGM.
X	Report on Corporate Governance	49 (X)	Yes	Shall be forming part of Corporate Governance Report in ensuing AGM
XI	Compliance	49 (XI)	Yes	Shall be forming part of Corporate Governance Report in ensuing AGM

Date: 15th April, 2015
Place: New Delhi

For **KCC SOFTWARE LIMITED**

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Prakriti Wason
Company Secretary