

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED ON 31.12.2012**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No/N.A)</b>	<b>Remarks</b>
<b>(1)</b>	<b>(2)</b>	<b>(3)</b>	<b>(4)</b>
<b>I. Board of Directors</b>	49 (I)	Yes	None
(A) Composition of Board	49 (IA)	Yes	None
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	None
(C) Independent Director	49 (IC)	Yes	None
(D) Board Procedure	49 (ID)	Yes	None
(E) Code of Conduct	49 (IE)	Yes	None
(F) Term of office of non-executive directors	49 (IF)	Yes	None
<b>II. Audit Committee</b>	49 (II)	Yes	None
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	None
(B) Meeting of Audit Committee	49 (IIB)	Yes	None
(C) Power of Audit Committee	49 (IIC)	Yes	None
(D) Role of Audit Committee	49 (IID)	Yes	None
(E) Review of information by Audit Committee	49 (IIE)	Yes	None
<b>III. Audit Reports and Audit Qualifications</b>	49 (III)	Yes	None
<b>IV. Whistle Blower Policy</b>	49 (IV)	Yes	None
<b>V. Subsidiary Companies</b>	49 (V)	Yes	None
<b>VI. Disclosure of Contingent Liabilities</b>	49 (VI)	Yes	None
<b>VII. Disclosures</b>	49 (VII)	Yes	None
(A) Basis of related party transaction	49 (VIIA)	Yes	None
(B) Board disclosures	49 (VIIB)	Yes	None
(C) Proceeds from initial Public Offerings	49 (VIIC)	Yes	None
(D) Remuneration of Directors	49 (VIID)	Yes	None
(E) Management	49 (VIIE)	Yes	None
(F) Shareholders	49 (VIIF)	Yes	None
<b>VIII. CEO/CFO Certification</b>	49 (VIII)	Yes	None
<b>IX. Report on Corporate Governance</b>	49 (IX)	Yes	None
<b>X. Compliance</b>	49 (X)	Yes	None

Date: 10<sup>th</sup> Jan, 2013

Place: New Delhi

For **KCC SOFTWARE LIMITED**

SD/-

Prakriti Wason

Company Secretary