

COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER ENDED ON 31.12.2014

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No/N.A)	Remarks
(1)	(2)	(3)	(4)
I. Board of Directors	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
II. Audit Committee	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
III. Audit Reports and Audit Qualifications	49 (III)	Yes	None
IV. Whistle Blower Policy	49 (IV)	Yes	None
V. Subsidiary Companies	49 (V)	Yes	None
VI. Disclosure of Contingent Liabilities	49 (VI)	Yes	None
VII. Disclosures	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
VIII. CEO/CFO Certification	49 (VIII)	Yes	None
IX. Report on Corporate Governance	49 (IX)	Yes	None
X. Compliance	49 (X)	Yes	None

Date: 13th Jan, 2015

Place: New Delhi

For **KCC SOFTWARE LIMITED**

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Prakriti Wason

Company Secretary