

**QUARTERLY COMPLIANCE REPORT ON CORPORATE
GOVERNANCE**

Name of the Company: KEDIA INFOTECH LTD

Quarter ending on: DEC 31st, 2010

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A.	Remarks
I. Board of Directors	49 I	Yes	Constituted as per the provisions of Clause 49 I read with the Companies Act, 1956.
(A)Composition of Board	49 (IA)	Yes	Composition is as per the provisions of Clause 49(IA) read with the Companies Act, 1956
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	Complied as per the provisions of Clause 49(IB) read with the Companies Act, 1956
(C) Other provisions as to Board of Committees	49 (IC)	Yes	Board meetings, memberships in committees and the information to be furnished before board meetings are as per the provisions of Clause 49(IC) read with the Companies Act, 1956
(D) Code of Conduct	49 (ID)	Yes	Code of Conduct has been laid down by the board as per the provisions of Clause 49(ID) read with the provisions of Companies Act, 1956 and has been displayed in the website of the company.
II. Audit Committee	49 (II)	Yes	Committee formed as per the provisions of Clause 49(II) read with the provisions of Companies Act, 1956.

(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	Members of the audit committee are as per the provisions of Clause 49(IIA) read with the provisions of Companies Act, 1956
(B) Meeting of Audit Committee	49 (IIB)	Yes	Meetings of the audit committee are conducted as per the provisions of Clause 49(IIB) read with the provisions of the Companies Act, 1956
(C) Powers of Audit Committee	49(IIC)	Yes	The powers of audit committee includes the powers stated under Clause 49(IIC) read with the provisions of the Companies Act, 1956
(D) Role of Audit Committee	49 (IID)	Yes	The role of the audit committee includes the points given under the Clause 49(IID) read with the provisions of the Companies Act, 1956
(E) Review of Information by Audit Committee	49 (IIE)	Yes	The matters reviewed by audit committee include the information given under Clause 49(IIE) read with the provisions of the Companies Act, 1956
III. Subsidiary Companies	49 (III)	N.A.	The company does not own any subsidiary companies
IV. Disclosures	49 (IV)	Yes	The Company has complied with the Disclosures to be made under Clause 49(IV)
(A) Basis of related party transactions	49 (IV A)	N.A.	There are no related party transactions to be placed before the committee during this quarter
(B) Board Disclosures	49(IV B)	Yes	The procedures have been reviewed by the committee as per the provisions under Clause 49(IVB) read with the provisions of the Companies Act, 1956

(C) Proceeds from public issues, rights issues, preferential issues etc.	49(IV C)	N.A	--
(D) Remuneration of Directors	49(IV D)	Yes	The provisions under Clause 49(IVD) read with the provisions of Companies Act, 1956 have been complied with.
(E) Management	49 (IV E)	Yes	Management discussion and analysis Report has been included in the annual report of 2010-11. Proper disclosures were made by the Management to the company
(F) Shareholders	49 (IV F)	Yes	The company has been complying with all the provisions given under Clause 49(IVF).
V. CEO / CFO Certification	49 (V)	YES	The CEO Certification on the financial statement has been submitted along with the annual financial statements for the year 10-11
VI. Report on Corporate Governance	49 (VI)	YES.	A Report on Corporate Governance has been submitted along with the Annual Report for the year 2010-11.
VII. Compliance	49 (VII)	YES	A compliance report on corporate governance certified by the auditors of the company has been submitted along with the Annl. Rep. for the yr 10-11

FOR KEDIA INFOTECH LTD

Sd/-

ASHOK KUMAR KEDIA
COMPLIANCE OFFICER