

**QUARTERLY COMPLIANCE REPORT ON CORPORATE  
GOVERNANCE**

**Name of the Company: KEDIA INFOTECH LTD**

**Quarter ending on: MAR 31<sup>st</sup>, 2012**

| <b>Particulars</b>                                      | <b>Clause of Listing Agreement</b> | <b>Compliance Status<br/>Yes/No/N.A.</b> | <b>Remarks</b>   |
|---|------------------------------------|--|--|
| 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.   |

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| (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 |

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| (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 2011-12. 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 11-12                          |
| VI. Report on Corporate Governance  | 49 (VI)   | YES. | A Report on Corporate Governance has been submitted along with the Annual Report for the year 2011-12.   |
| 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 11-12         |

FOR KEDIA INFOTECH LTD

Sd/-

ASHOK KUMAR KEDIA  
COMPLIANCE OFFICER