



QUEST SOFTECH (INDIA) LIMITED

27, MAKER BHAVAN NO. 2, 18, NEW MARINE LINES, MUMBAI - 400 020. INDIA.
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Annexure - XI to the Listing Agreement Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

CIN: L72200MH2000PLC125359

Name of the Company: Quest Softech (India) Limited

Quarter ending on: 31st December, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 II		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49 (IIB)	YES	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	YES	
(D) Other Provisions as to Board and Committees	49 (IID)	YES	
(E) Code of Conduct	49 (IIE)	YES	
(F) Whistle Blower Policy	49 (IIF)	YES	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
IV. Nomination and Remuneration Committee	49 (IV)	YES	
V. Subsidiary Companies	49 (V)	NA	
VI. Risk Management	49 (VI)	YES	
VII. Related Party Transactions	49 (VII)	YES	
VIII. Disclosures	49 (VIII)	NA	
(A) Related Party Transactions	49 (VIII A)	NA	
(B) Disclosure of Accounting Treatment	49 (VIII B)*	YES	Complied in the Annual Report of FY 2013-14
(C) Remuneration of Disclosures	49 (VIII C)*	YES	Complied in the Annual Report of FY 2013-14
(D) Management	49 (VIII D)*	YES	Complied in the Annual Report of FY 2013-14
(E) Shareholders	49 (VIII E)*	YES	Complied in the Annual



			Report of FY 2013-14
(F) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII F)*	NA	There is no such issue during the quarter
(IX) CEO/CFO Certification	49 (IX)*	YES	Complied in the Annual Report of FY 2013-14
(X) Report on Corporate Governance	49 (X)*	YES	Complied in the Annual Report of FY 2013-14
(XI) Compliance	49 (XI)*	YES	Complied in the Annual Report of FY 2013-14

* As per SEBI Circular No. **CIR/CFD/POLICY CELL/7/2014**, dated **September 15, 2014**, the provisions of Clause 49 is not mandatory to our Company, for a time being, as paid up equity share capital of our Company is not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year 2013-14.

For Quest Softech (India) Limited


Dhiren Kothary
Executive Director
(DIN- 00009972)

